



GAIL FARBER, Director

COUNTY OF LOS ANGELES

DEPARTMENT OF PUBLIC WORKS

"To Enrich Lives Through Effective and Caring Service"

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IN REPLY PLEASE

REFER TO FILE: PD-1

October 13, 2009

TO: Each Supervisor

FROM: Gail Farber *Gail Farber*
Director of Public Works

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD MEETINGS-AUGUST 24, 2009, AND SEPTEMBER 28, 2009

On August 24, 2009, and September 28, 2009, my staff attended the regular Board meetings of the Alameda Corridor-East (ACE) Construction Authority. Copies of the August 24, 2009, and September 28, 2009, agendas and adopted minutes of the July 27, 2009, and August 24, 2009, regular Board meetings are attached. The following items were discussed at the meetings, which are of interest to the County of Los Angeles.

August 24, 2009, ACE Board Meeting

Agenda Item VI – The Chief Executive Officer reported that ACE participated in a meeting on August 6, 2009, with Assemblyman Mike Eng, who expressed his continued support for and willingness to assist with the ACE projects.

Agenda Item VII – The Board approved staff's recommendation to authorize the Chief Executive Officer to negotiate and execute a contract with Epic Land Solutions, Inc., or the next ranked firm, Overland, Pacific & Cutler, Inc., for right-of-way acquisition and relocation assistance services for ACE projects, for an amount not to exceed \$500,000.

Agenda Item VIII – The Board approved staff's recommendation to authorize the Chief Executive Officer to amend the contract with PB Americas, Inc., to provide additional construction management services for the East End Avenue and Reservoir Street grade separations, for an amount not to exceed \$219,755, to Task Order No. 1 for a new task order amount not to exceed \$4,796,919.

Agenda Item IX – The Board approved staff's recommendation to authorize the Chief Executive Officer to amend the contract with Miller Environmental, Inc., to provide additional demolition services for the Baldwin Avenue Grade Separation project in the amount of \$134,749, for a new contract value of \$240,206.

Agenda Item X – The Board approved staff's recommendation to amend the Fiscal Year 2009 Task Order with Del Richardson & Associates, Inc., to provide for additional relocation support services necessary for the Baldwin Avenue Grade Separation project, for an amount not to exceed \$6,500, for a new task order value not to exceed \$225,500.

Agenda Item XI – The Board approved staff's request to authorize the amendment of the Fiscal Year 2009 Task Order with Wagner Engineering & Survey, Inc., to provide for additional survey and mapping services necessary for the Nogales Street (South) Grade Separation project, for an amount not to exceed \$5,150, for a new task order value not to exceed \$332,850.

Agenda Item XII – The Chief Executive Officer reported that ACE submitted an application to the United States Department of Transportation for Transportation Investment Generating Economic Recovery (TIGER) Grant funds authorized under the American Recovery and Reinvestment Act of 2009 for the Baldwin Avenue Grade Separation project, in the amount of \$33,652,000.

September 28, 2009, ACE Board Meeting

Agenda Item VI – The Chief Executive Officer reported that he presented a project update report to the members of the San Gabriel Valley Council of Governments on September 23, 2009, emphasizing the need to seek funding for the remaining ten grade separation projects in the program.

Agenda Item VII – The Board approved staff's recommendation to adopt Resolution No. 09-04, authorizing the commencement of eminent domain proceedings to acquire a portion of a commercial property required for the Baldwin Avenue Grade Separation project.

Agenda Item VIII – The Board approved staff's recommendation to amend the contract with AECOM, USA, Inc., to provide additional design services necessary for the Nogales Street (South) Grade Separation project in the amount of \$316,880, for a new contract value of \$3,508,407.

Each Supervisor
October 13, 2009
Page 3

The next Board meeting will be held on October 26, 2009, at 2 p.m., at the Irwindale City Hall Chambers.

HF:yr

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Attach.

cc: Chief Executive Office (William T Fujioka, Lari Sheehan)
Executive Office



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD OF DIRECTORS

REGULAR MEETING AGENDA

Monday, August 24, 2009 – 2:00 P.M.

Irwindale City Hall

5050 Irwindale Avenue

Irwindale, CA 91706

Members of the public may comment on any item on the agenda at the time it is taken up by the Board. We ask that members of the public come forward to be recognized by the Chair and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a three-minute time limit on individual remarks at the beginning of the discussion.

- | | | |
|-------|---|-------------|
| I. | Roll Call and Introductions | |
| II. | Pledge of Allegiance | |
| III. | Approval of Minutes of July 27, 2009 Regular Board Meeting (Pages 1-4) | Action |
| IV. | Public Comment | |
| V. | Chairman's Remarks | |
| VI. | Chief Executive Officer's Report (Pages 5-9) | Information |
| VII. | Approval of Selection and Contract Award for Property Acquisition/Relocation Services (Pages 10-11) | Action |
| VIII. | Approval of Amendment to Construction Management Services Contract for East End Ave and Reservoir Street Grade Separations with PB Americas (Pages 12-13) | Action |
| IX. | Approval of Amendment to Demolition Contract with Miller Environmental (Pages 14-15) | Action |
| X. | Approval of Amendment to FY 2009 Task Order for Relocation Services with Del Richardson & Associates (Page 16) | Action |
| XI. | Approval of Amendment to FY 2009 Task Order for Engineering Survey Services with Wagner Engineering & Survey (Page 17) | Action |

The ACE Construction Authority is constituted of seven (7) member jurisdiction; the Cities of El Monte, Industry, Montebello, San Gabriel and Pomona, the County of Los Angeles and the San Gabriel Valley Council of Governments. A San Bernardino County Council of Governments representative is an ex-officio Board member. Each member or alternate has one vote. A quorum of the ACE Construction Authority is no less than four (4) of its total voting membership. Actions taken by the ACE Construction Authority shall be by simple majority of the members present with a quorum in attendance except for personnel actions, the annual budget, matters dealing with the Administrative Code or matters requiring subsequent approval by the SGVCOG, all of which shall require five (5) votes. All disclosable public records related to this meeting are available for viewing at the ACE office above during normal working hours.

- | | | |
|-------|---|--------------------|
| XII. | Submission of TIGER Grant Application for Baldwin Avenue Grade Separation Project (Pages 18-20) | Information |
| XIII. | Compensation of Chief Executive Officer | Possible
Action |
| XIV. | Adjournment | Action |



Alameda Corridor-East Construction Authority

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Alameda Corridor-East Construction Authority Board of Directors Meeting July 27, 2009 Minutes

Chairman Spohn called the meeting of the Board of Directors of the Alameda Corridor-East Construction Authority to order at 2:00PM.

1. In attendance were:

Tim Spohn, Industry
Steve Atchley, Pomona
David Gutierrez, San Gabriel
Patricia Wallach, El Monte
Tom King, Walnut, SGVCOG
Rosemarie Vasquez, Montebello
Gloria Molina, Los Angeles County

Staff

Rick Richmond, Chief Executive Officer
Joe Silvey, Legal Counsel
Deanna Stanley
Charles Tsang
Victoria Butler
Regina Talamantez
Cynthia Ambrose
Carlos Monroy
Lou Cluster

Guests

Enrique Alonso, Jacobs Engineering
Jim Overcamp, Epic Land Solutions
Marisela Cervantez, Assemblyman Charles Calderon
BJ Swanner, Epic Land Solutions

2. **Pledge of Allegiance** –Vice Chair Rosemarie Vasquez led the pledge of allegiance.
3. **Approval of Minutes of June 22, 2009** – A motion was made to approve the minutes of June 22, 2009. M/S/Wallach/Atchley/King Abstained/Passed
4. **Public Comments** –There were no public comments.
5. **Chairman's Report** – Chairman Spohn welcomed new Board member, COG President, Mayor Pro Tem of the City of Walnut, Tom King. He recognized former member Spence and thanked him for his service on the Board.

Chairman Spohn reported that the MTA Board approved \$42 million for ACE from

Measure R for pre-construction work for the San Gabriel Trench. He thanked Supervisors Molina and Antonovich and Councilmember Fasana for their continued support.

6. **CEO's Report** – Mr. Richmond reported that he participated in a meeting with Transportation Secretary of Transportation Ray LaHood as invited by Congresswoman Grace Napolitano. The meeting highlighted the Metro Gold Line Eastside Extension but also gave Mr. Richmond an opportunity to review the ACE Project. He indicated the Department of Transportation has established \$1.5 billion in grant funding for the Transportation Investment Generating Economic Recovery (TIGER) program and ACE was encouraged to and would be submitting an application.

Member Wallach requested clarification of the new office lease as reported and Mr. Richmond indicated the Authority negotiated three months of free rent and the report would reflect this correction.

Mr. Charles Tsang reviewed construction progress photos of the Temple Avenue project. Ms. Victoria Butler reviewed construction progress photos of the Sunset Avenue grade separation project.

7. **Approval of Acceptance of Final Design Contracts for East End Ave and Reservoir Street Grade Separation Project** – Mr. Richmond indicated the designer has completed all work required to support construction on the now completed East End Ave and Reservoir Street grade separation projects. He reminded the Board that this was an administrative procedure that the Board review and approve project completions. He reviewed the final contract values and DBE subcontracting goals.

A motion was made to accept the design contracts with URS Corporation Americas, Inc. (URS) for the East End Avenue and Reservoir Street grade separation projects as being satisfactorily complete.
M/S/C/Vasquez/Gutierrez/Unanimous

8. **Approval Amendment to Design Services Contract for Baldwin Avenue Grade Separation with AECOM USA, Inc** – Mr. Richmond reminded the Board that the Baldwin Ave grade separation design began in 2002 and nearly completed by mid 2004. Due to the uncertainties in funding due to State budget issues, the project was placed on hold. In 2007 the project was reactivated and staff has been heavily involved in property relocations and acquisitions. In recent constructability reviews necessary to complete the design, various changes to the design were made which resulted in additional design work. Changes included design of shoofly, redesign of an improved intersection at

Gidley and Baldwin and construction of a pedestrian bridge. Mr. Richmond reminded the Board that the property owner, Mr. Owens previously addressed the Board regarding limited in/out access to businesses. Ms. Vasquez requested clarification of the funding for the project and Mr. Richmond indicated this project was a candidate for economic stimulus funding discussed earlier and the application would request \$31 million.

A motion was made to authorize the Chief Executive officer amend the contract with AECOM USA, Inc for the Baldwin Ave grade separation to add \$735,000 for additional services to update and modify the design of the Baldwin Ave grade separation. M/S/C/Wallach/King/Unanimous

9. **Approval of Modified Construction Detour Plan and Property Acquisitions for the Nogales Street (LA Sub) Grade Separation Project-**

Mr. Richmond reminded the Board that this project was originally to be constructed by the City of Industry. He described the elements of the project and reported this area is very heavily traveled due to its proximity to the 60 freeway and although not required ACE felt an obligation to provide a detour to mitigate the closure of Nogales Street during construction. He reviewed the affected properties. He reviewed the original plan for a detour was to use Otterbein and indicated various businesses including Santana Continuation School were displeased with this option as is the Union Pacific. He reviewed an optional plan which would require an easement across a vacant lot unto Charlie Street to San Jose Street. He indicated the property owner has been open to discussion regarding a purchase but the property is under a long term lease which complicates the transaction. He indicated with the Board's approval, discussions can begin.

A motion was made to approve the substitution of the proposed construction detour route and an inventory of property rights and relocate activities necessary for the construction of the Nogales Street grade separation to commence once the proposed Mitigated Negative Declaration on the project is approved by Caltrans. M/S/C/Vasquez/King/Unanimous

10. **Review of Quarterly Project Progress Report** – Mr. Richmond reviewed the quarterly project costs. He indicated the project cost has been updated to add the costs of completion of design, right of way and construction for the San Gabriel Trench (\$498.5M) and Nogales Street (\$80.9M) projects.
11. **Review of Quarterly Financial Reports** – Carlos Monroy reviewed the quarterly budget to accrual, cash expenditures by project and investments.

12. **Closed Session** – Counsel reported the Board would adjourn to closed session for two matters – as per Government Code Section 54956.9(a) to discuss existing litigation. LA Superior court Case No BC402512 and Government Code Section 54957 for discussion of the performance evaluation of the Chief Executive Officer. Member King requested former member Dave Spence participate in the performance evaluation discussion.

Upon returning from closed session, General Counsel Joe Silvey announced that the Board had taken one action that had to be reported in open session. On a motion by Member Vasquez, seconded by Member Atchley, all members of the Board then present voted to adopt a settlement for Los Angeles Superior Court Case No. BC402512 (Huang v. ACE Construction Authority) under which: (a) the ACE Construction Authority would make an all-inclusive payment of \$40,000; (b) there would be a waiver of all costs, claims and fees by all parties; and (c) all parties would dismiss their respective complaints and cross complaints with prejudice. Voting to adopt the settlement were Members Vasquez, Molina, King, Spohn, Wallach, Atchley and Gutierrez.

13. **Adjournment** - The meeting was adjourned at 3:33PM



Alameda Corridor-East Construction Authority

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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: CEO Report

The following are items of note since the last meeting:

Meeting with Assemblyman Mike Eng – Staff met with Assemblyman Mike Eng and his staff on August 6 for a briefing regarding the Baldwin Avenue and San Gabriel Trench grade separation projects. Assemblyman Eng, who is chairman of the Assembly Transportation Committee, expressed his continuing support for and his willingness to assist with the ACE San Gabriel Valley grade separation projects.

Contracting – Our Administrative Code delegates to the CEO the authority to approve new contracts or change orders for Board-approved contracts within certain limits, with a requirement that I report to the Board any such contract action. The only changes occurring this month are the changes identified in the monthly construction reports.

Community Outreach Activities – Staff has conducted the following project outreach activities:

- Participated in the Environmental Protection Agency public meeting concerning a Superfund ground water treatment and pipeline project in proximity to the Sunset Avenue grade separation project;
- Conducted ongoing business support program, community outreach and construction coordination activities for Sunset Ave. grade separation and Temple Ave. train diversion projects.

ALAMEDA CORRIDOR EAST

PROJECT STATUS REPORT

SUNSET AVENUE GRADE SEPARATION PROJECT For the Month: July 2009

Scope:	Construction of grade separations at the UPRR crossings at Orange Avenue and Sunset Avenue. Orange and Sunset Avenues will be lowered slightly and the tracks raised on embankments and two steel thru-girder bridges. California Street will be raised and reconstructed to meet the new track locations. Valley Boulevard will be reconstructed at all three intersections. Trackwork will consist of a new raised mainline track; at grade drill track and industry track connection to the north; and a temporary shoofly to the south requiring temporary closure of the northerly lane of Valley Blvd.	
Contractor:	Atkinson Contractors, LP	
Construction Manager:	PB	
Contract Award:	August 28, 2006	
Notice to Proceed:	November 14, 2006	
Original Completion:	November 18, 2009	Schedule % Complete
Revised Contract Completion:	January 1, 2011	64.5

Schedule Summary	Estimated Start	Estimated Completion	% Complete
California Ave Shoofly & Street Restoration	January 2007	December 2007	100%
Railroad ROW storm drain system	February 2007	January 2009	93%
Valley Blvd Shoofly	May 2007	August 2008	100%
Drill Track	April 2008	April 2009	95%
Drill Track Revision 12, 16 & 17	June 2008	November 2008	95%
Main Line Retaining Walls & Backfill	May 2009	November 2009	0%
Sunset & Orange Bridge Steel Fabrication	November 2007	September 2008	98%
Sunset & Orange Bridge & Roadway Installation	May 2009	June 2010	5%
Valley @ Sunset & Orange Street Restorations	August 2009	October 2009	25%
Landscaping & Irrigation	December 2009	July 2010	0%

Financial Summary			
Original Contract Value	\$41,938,421.50		
C.O.s Approved This Month	\$179,224.00		
C.O.s Approved to Date	\$8,642,742.66		
Current Contract Value	\$50,581,164.16		
Invoiced to Date (% of revised contract)	\$19,356,970.73		38.3%
Release of Liens are Current	<input checked="" type="checkbox"/>		

SUNSET AVENUE GRADE SEPARATION PROJECT

Contractor	Atkinson Contractors, LP
Contract Award	August 2006
Limited NTP	November 1, 2006
NTP	November 14, 2006
Contractual Completion	November 18, 2009
Revised Completion	January 1, 2011
Original Contract Value	\$41,938,421.50
Change Orders this Month	\$179,224.00
Amended Contract Value	\$50,581,164.16
Earned to date (Amended Value)	38.3% \$19,356,970.73
Release of Liens are Current	<input checked="" type="checkbox"/>

Progress Summary

California Ave Shoofly & Street Restoration	100%
Railroad ROW storm drain system	93%
Valley Blvd Shoofly	100%
Drill Track	95%
Drill Track Revision 12, 16 & 17	95%
Mainline Retaining Walls & Backfill	0%
Sunset & Orange Bridge Steel Fabrication	98%
Sunset & Orange Bridge & Roadway Installation	5%
Valley at Sunset & Orange Street Restorations	25%
Landscaping & Irrigation	0%

Safety and Security Issues:

- LOST TIME INJURY STATUS: No injuries reported.
- SITE INCIDENTS: None.
- RR INCIDENTS: None
- Security incidents: None

Issues

- Design Revision 18 issued to address 2' increase in elevation of spur 861 and UP changes to No. 9 switches. Negotiate costs (CN 050).
- City of Industry rejected the specified form liner concrete finish. A potential cost impact of up to \$200,000 is being evaluated.
- Mitigation Schedule (CN 047) not signed by Contractor until resolve Shoofly TIA (CN 14.3) and potential haul damage to Orange Ave.
- Contaminated Material was encountered beneath the Mainline Track. Material to be mitigated (CN 051), testing underway.
- Rubble was encountered beneath the Drill Track during the Stage 3 outage. This material continues beneath the future Main Track retaining wall and will need to be removed (CN 052).
- UPRR unable to obtain ballast. Will not complete surfacing drill track until 8/19/09.

Utilities

- Verizon completed manhole work and de-mobilized. Verizon has stated that they need to re-mobilize to re-backfill manhole with slurry and install their east-west lateral.
- Level 3 fiber lines conflict with Sunset Abutment No. 3 and costs being negotiated on CN 048.

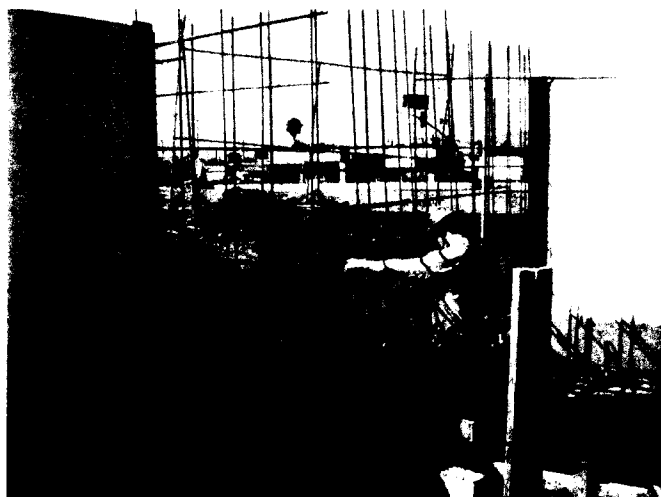
Work Accomplished this Month

- Completed Drill Track Stage 3 outage. Drill Track Rail complete & Mainline removed.
- Form / pour Fresh Point retaining wall (CN 039) for UP signals.
- Installed chain link fence at spurs 827 and 828.
- Demo/re-construct spur 858 & 861 (CN 050). All spurs now connected.
- Complete Line 'F' and 'C' during weekend Track and Time.
- Constructed Line 'N' at Sunset Avenue.

Upcoming Work next Month

- Verizon to complete slurry backfill of manhole and east-west lateral.
- UPRR to complete surfacing of Drill Track.
- Atkinson to complete paving at spurs 853 & 861 (CN 050).
- Atkinson to mitigate contaminated Mainline ballast/soil (CN 051).
- Atkinson to remove debris beneath Main Track (CN 052).
- Atkinson to complete excavation for retaining wall footing.
- Atkinson to install abutment shoring at Sunset and Orange.

- Atkinson to start mainline retaining wall soil stabilization.



Installing Rebar for Fresh Point RW (CN 039)



Spur 858 Construction (CN 050)



Drill Track Stage 3 Over-Excavation

ALAMEDA CORRIDOR EAST
PROJECT STATUS REPORT
TEMPLE AVE 4TH TRACK INFRASTRUCTURE PROJECT

For the Month: **July 2009**

Scope: The Project involves the construction of a new fourth mainline embankment that runs parallel to the UPRR Los Angeles Subdivision tracks for 2.7 miles. The work also includes, but is not limited to, the construction of retaining walls, roadways, pier protection walls, bridge widening, channel wall improvements, culverts, drainage ditches, utility relocation and protection. Temporary work consists of shoring, excavation support systems, and traffic control features.

Contractor: Sema Construction
Construction Manager: PB Americas
Contract Award: August 29, 2008
Limited Notice to Proceed: September 18, 2008
Notice to Proceed: November 17, 2008
Original Completion: October 13, 2009
Revised Contract Completion: November 3, 2009

Time Elapsed 80%
Time Elapsed 75%

Schedule Summary	Estimated Start	Estimated Completion	% Complete
UP MP 28.75: Industry Spur Bridge	June 15, 2009	Sept 21, 2009	25%
UP MP 28.76: UPRR Culvert	July 01, 2009	Oct 02, 2009	75%
UP MP 28.90: SR 57 Pier Protection Wall	June 15, 2009	Sept 21, 2009	45%
UP MP 28.90: SR 57 Retaining Wall	April 06, 2009	June 30, 2009	100%
UP MP 28.91: UPRR Culvert	June 07, 2009	July 22, 2009	100%
UP MP 29.59: UPRR Culvert	July 01, 2009	Oct 02, 2009	0%
UP MP 29.60: LACDPW New Channel Wall	July 01, 2009	Oct 02, 2009	0%
UP MP 29.60: LACDPW Channel Wall Retrofit	July 01, 2009	Oct 02, 2009	10%
UP MP 29.61: Humane Way PPW	July 07, 2009	Sep 07, 2009	80%
UP MP 30.02: SR 71 Pier Protection Wall	July 07, 2009	Sep 07, 2009	70%
UP MP 30.02: SR 71 Retaining Wall	March 16, 2009	June 15, 2009	100%
UP MP 30.10: Retaining Wall	February 18, 2009	May 30, 2009	100%
Embankment: Station 1490+00 – 1515+00	June 19, 2009	Sep 30, 2009	0%
Embankment: Station 1515+00 – 1530+00	June 19, 2009	Sep 30, 2009	0%
Embankment: Station 1530+00 – 1564+00	June 19, 2009	Sep 30, 2009	70%
Embankment: Station 1564+00 – 1590+00	June 19, 2009	Sep 30, 2009	0%
Embankment: Station 1590+00 – 1615+00	June 19, 2009	Sep 30, 2009	0%

Financial Summary

Original Contract Value	\$12,104,916.85
C.O.s Approved This Month	\$110,045.15
C.O.s Approved to Date	\$301,572.15
Current Contract Value	\$12,406,489.00
Invoiced to Date (% of revised contract)	\$7,282,822.14
Release of Liens are Current	<input checked="" type="checkbox"/>

2.5%

59%

TEMPLE AVE 4TH TRACK INFRASTRUCTURE PROJECT

Contractor		SEMA Contractors
Contract Award		September 30, 2008
Limited NTP		September 18, 2008
Full NTP		November 17, 2008
Contractual Completion	---	October 13, 2009
Revised Completion	75%	November 3, 2009
Original Contract Value		\$12,104,916.85
Change Orders this Month		\$110,045.15
Amended Contract Value	2.5%	\$12,406,489.00
Earned to Date (Amended Value)	59%	\$7,282,822.14
Release of Liens are Current	<input checked="" type="checkbox"/>	

Progress Summary

• UP MP 28.75: Industry Spur Bridge	25%
• UP MP 28.76: UPRR Culvert	75%
• UP MP 28.90: SR 57 Pier Protection Wall	45%
• UP MP 28.90: SR 57 Retaining Wall	100%
• UP MP 28.91: UPRR Culvert	100%
• UP MP 29.59 & 29.60: UPRR Culvert & LACDPW Channel	0%
• UP MP 29.61: Humane Way PPW	80%
• UP MP 30.02: SR 71 Pier Protection Wall	270%
• UP MP 30.02: SR 71 Retaining Wall	100%
• UP MP 30.10: Retaining Wall	100%
• Embankment: Station 1490+00 – 1515+00	0%
• Embankment: Station 1515+00 – 1530+00	0%
• Embankment: Station 1530+00 – 1564+00	70%
• Embankment: Station 1564+00 – 1590+00	0%
• Embankment: Station 1590+00 – 1615+00	0%

Safety and Security Issues:

- LOST TIME INJURY STATUS: No injuries reported.
- SITE INCIDENTS: No incident this month.
- RR INCIDENTS: None.
- SECURITY INCIDENTS: None.

Issues

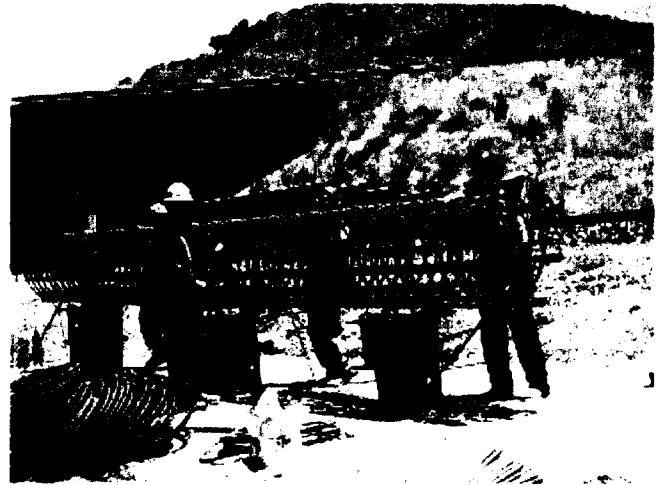
- Kinder Morgan/UPRR Track Shift Impact. As workaround added shoring to allow construction of SJCC Channel and Culvert 29.59 without shifting track. Shoring to be installed next month.
- Relocation of Clear Channel Ad Pole at SR 57 is needed for grading. Contractor is directed to grade around pole.

Work Accomplished this Month

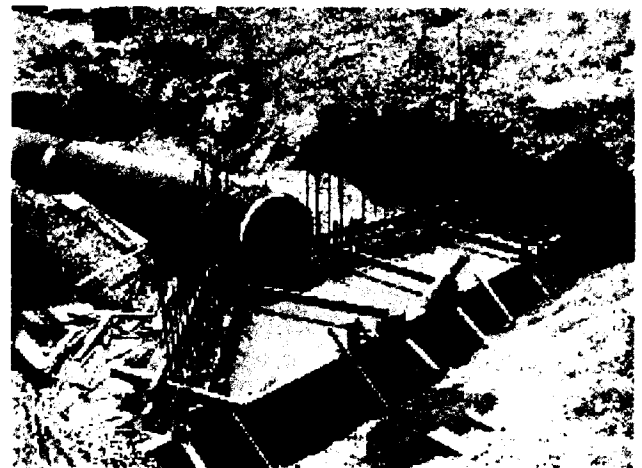
- Completed SR 57 shotcrete retaining wall
- Completed construction of 3x3 RCB east of SR 71
- Complete slope paving behind SR 57 and SR 71 RW
- Completed pier protection wall (PPW) at Humane Way
- Continued to work on Culvert 28.76
- Complete SR 57 PPW CIDH Piles Installation
- MCI/Verizon relocate fiber line to temporary poles

Upcoming Work next Month

- Complete SR 57 PPW
- Start construction of Spur Track Bridge
- Install temporary shoring for SJCC Wall Replacement
- Complete SR 71 PPW
- Install shoring for UPRR Signal Structures at Humane Way



Rebar Cage SR 57 PPW CIDH Piles



Culvert 28.91



Culvert 28.76





Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste A120 Irwindale, CA 91706 (626) 962-9292 fax (626)962-9393 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Approval of Selection and Contract Award for Property
Acquisition/Relocation Services

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to negotiate and execute a contract for an amount not-to-exceed \$500,000 with Epic Land Solutions, Inc. for right of way acquisition and relocation assistance services.

In the event negotiations with Epic Land Solutions are not successful, staff recommends that the Board authorize the Chief Executive Officer to negotiate and execute a contract for an amount not-to-exceed \$500,000 with the next highest ranked firm, Overland, Pacific & Cutler, Inc.

BACKGROUND: At your June 2009 meeting you authorized staff to solicit proposals for a second firm for property acquisition and relocation assistance services.

Consistent with our procurement process, a Request-for-Proposal (RFP) was issued on June 29, 2009. The availability of the RFP was advertised in various publications (newspapers of local circulation, minority and business publications) and posted on our website. In addition direct mail notification was made to over 580 firms who had previously expressed an interest in our project. A pre-proposal conference was held on July 14, attended by 21 people. The Authority received six proposals on July 28.

Proposals were received from the following firms:

- Cal Pacific Land Services, Inc.
- Epic Land Solutions, Inc.
- MGM Investments & Real Estate Services
- Overland, Pacific & Cutler, Inc.
- Tierra West Advisors, Inc.
- Spectrum Land Services, Inc.

A Technical Evaluation Committee (TEC) consisting of two ACE staff and two outside agency staff with property acquisition experience was formed. The TEC reviewed the written proposals and decided to interview three firms. Following the interviews held on August 17, the TEC members had the opportunity to adjust their rankings and

determine a final ranking. Their highest ranked firm based on composite ranking of the four TEC members is Epic Land Solutions.

Notices of staff's recommendation was sent to the three finalist firms on August 17. The protest period will have concluded by the close of business today, August 24. As of the mailing date of this agenda item, no protests have been received.

This RFP was issued under the race conscious Disadvantaged Business Enterprise (DBE) Program currently in place. Based on our DBE consultant's analysis of available UDBE firms performing these services in the regional market and consistent with our DBE procedures, no UDBE goal was established for this contract. The successful consultant will be required to report any DBE or UDBE participation achieved through the life of the contract.

Upon approval by the Board of the recommended firm for award and authorization to negotiate a contract, staff will initiate negotiations with the highest ranked proposer, Epic Land Solutions. In addition, in-house staff will be requested to perform all required post-award audits.

Staff anticipates that this contract, which was advertised to potentially remain active through the completion of the ACE Project, will be converted in an annual task order format starting next fiscal year. In the event negotiations with Epic Land Solutions are not successful, staff will attempt to negotiate a contract for an amount not to exceed \$500,000 with the second highest ranked firm, Overland, Pacific & Cutler.

BUDGET IMPACT: Funds for this contract are available from Federal and MTA grants.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Approval of Amendment to Construction Management Services Contract for East End Avenue and Reservoir Street Grade Separations with PB Americas, Inc.

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to amend the contract with PB Americas, Inc. (PB) to add an amount not to exceed \$219,755 to Task Order # 1 of the contract for construction management services associated with the East End Avenue and Reservoir Street grade separations. The new task order value will be the not-to-exceed amount of \$4,796,919.

BACKGROUND: At your May 2001 meeting, you authorized the Chief Executive Officer to negotiate a construction management (CM) services contract with PB Americas, Inc. (PB) for Phase I grade separation projects. In February 2002, you approved the execution of the contract and issuance of Task Order #1 in an amount not-to-exceed \$3,061,994 for CM services for the East End Avenue and Reservoir Street grade separations project. Board authorized changes through May 2008 on Task Order #1 total \$1,515,170, primarily due to the extended duration of the construction schedule related to contract award litigation, utility relocation, UPRR construction delays, and delays in completion and activation of an SCE underground line.

PB's CM services were required throughout the duration of the construction contract, as well as through the contract closeout process. The closeout process proved to be far more time consuming than anticipated since there were numerous change-related matters. The change-related matters included a high number of force account change notices, and resolution of escalation claims from the prime and many subcontractors. PB's services on contract closeout extended well beyond December 2008. The cost for the extension of PB services through December 2008 is \$193,755.

The contractor has made two claims that have not been resolved through the change process. One claim is related to interest on payments and the other is related to the calculation of extended overhead. ACE and the contractor have agreed to try to resolve the claims through the alternative dispute resolution (ADR) process. PB's efforts will be needed to support ACE in preparing for the Dispute Review Board (DRB). PB's activities will involve data retrieval and analysis. This additional scope for PB as original Task Order #1 did not contemplate claims services at this level. The cost of this extra

work is difficult to estimate since the scope of the DRB process hasn't been finalized. We are including an allowance of \$26,000 for PB's involvement in this amendment.

The history of this task order is as follows:

Board Action	Authorization	Executed Amount
Task Order #1	\$3,062,062	\$3,061,994
Amendment 1	\$1,267,170	\$1,267,170
Amendment 2	\$248,000	\$248,000
This Request	\$219,755	\$219,755
Total	\$4,796,987	\$4,796,919

BUDGET IMPACT: Funds for this contract are available from State (TCRP) and MTA Proposition C 25% grants.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd . Ste A120 Irwindale, CA 91706 (626) 962-9292 fax (626)962-9393 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Approval of Amendment to Demolition Contract with Miller Environmental

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to amend the contract with Miller Environmental, Inc. for demolition services to add \$134,749 for a new contract value of \$240,206.

BACKGROUND: At your January 2009 meeting, I reported in the Chief Executive Officer's report that staff had conducted a procurement to select several contractors to perform on-call demolition and construction related services. Demolition work is needed for the Baldwin Avenue grade separation project. We have attempted to demolish structures soon after properties are acquired and vacated so they do not become public nuisances. Therefore we have packaged the demolitions into a series of contract task orders.

As was reported in the June and July 2009 Chief Executive Officer's report, task orders were issued to the following firms:

Interior Demolition, Inc.	Baldwin Ave. Group 2 Demolition [3 duplexes; 4 single family residences]	\$ 116,324
Miller Environmental, Inc.	Baldwin Ave. Group 3 Demolition [1 single family residence; 1 duplex; 1 triplex]	\$ 105,457

On August 10, 2009, staff conducted a site walk with and issued bid documents to the four pre-qualified on-call contractors for demolition of the fourth group of properties we've acquired. The group consists of 3 duplexes, 1 fourplex, and 1 two story commercial building – all on Baldwin Avenue. Bids were received from all four on-call contractors on August 14. The bids were as follows:

- Clauss Construction \$198,576
- CST Environmental, Inc. \$211,419
- Miller Environmental, Inc. \$134,749
- Interior Demolition, Inc. \$136,450

Bids were reviewed and were determined to be responsive. Miller Environmental is the low bidder. Miller's bid, when added to the prior task order issued under their contract, is slightly under the CEO authorization of \$250,000. However, the other demolitions have encountered unexpected extras, primarily septic tank removals, and therefore we are asking for a 10% contingency allowance which would increase the value beyond my authorization level.

BUDGET IMPACT: Funds for this amended contract are available from Federal and MTA grants.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Approval of Amendment to FY 2009 Task Order for Relocation Services
with Del Richardson & Associates

RECOMMENDATION: Staff requests Board authorization to amend the Fiscal Year 2009 task order with Del Richardson & Associates, Inc. (DRA) to provide for an additional level of effort necessary for the Baldwin Avenue grade separation project. The additional costs will not exceed \$6,500, resulting in a new FY 2009 task order total of \$225,500.

BACKGROUND: Del Richardson & Associates, Inc. (DRA) is currently under contract with ACE to provide relocation assistance services for our real estate acquisition program. DRA is one of our ongoing support contractors who operate under annual task orders. Included in the FY '09 authorization, as previously amended in April 2009, was funding for both the Baldwin Avenue project and the Nogales Street project.

The level of effort on the Baldwin Avenue project was slightly higher than anticipated in April 2009. DRA had an increased workload in towards the end of FY 2009 in assisting residents to vacate their properties on an expedited basis. DRA staffed an on-site relocation assistance field office on Baldwin Avenue. In the last several months of FY 2009, occupants of 5 single family residences, 4 duplexes, and 1 triplex were relocated. It was advisable to expedite these relocations as a matter of public health and safety.

Staff is requesting that an amount of \$6,500 be added to the FY 2009 task order for the added level of effort described above.

Relocation activities on the Baldwin project are continuing as a part of DRA's 2010 task order.

BUDGET IMPACT: Funds for this amended contract are available from Federal and MTA grants.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Approval of Amendment to FY 2009 Task Order for Engineering Survey Services with Wagner Engineering & Survey

RECOMMENDATION: Staff requests Board authorization to amend the Fiscal Year 2009 task order with Wagner Engineering & Survey, Inc. (WES) to provide additional services necessary for the Nogales Street grade separation project. The additional cost will not exceed \$5,150, resulting in a new FY 2009 task order of \$332,850.

BACKGROUND: WES is currently under contract with ACE to provide survey and mapping services for the ACE Project. WES is one of our ongoing support contractors who operate under annual task orders. Included in the FY '09 authorization, as previously amended in April 2009, was the preparation of legal descriptions and plat maps for property takings, preparation of preliminary and final right of way maps for one grade separation project, updating of three right-of-way certification maps and the related legal descriptions and plat maps. WES's services were used on the following projects:

- East End & Reservoir Street
- Temple Avenue Train Diversion
- Brea Canyon Road
- Ramona Boulevard
- Sunset Avenue
- Baldwin Avenue
- Nogales Street
- General Support.

The scope of survey work on the Nogales Street grade separation project expanded towards the end of the fiscal year as details of the design were being finalized. This resulted in a slightly higher level of effort than was anticipated in FY 2009. Work is ongoing in FY 2010.

Staff is requesting that an amount of \$5,150 be added to the FY 2009 task order for the additional efforts described above. This will result in a total task order value of \$332,850.

BUDGET IMPACT: Funds for this amended contract are available from Federal and MTA grants.



Alameda Corridor-East Construction Authority

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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: August 24, 2009

SUBJECT: Baldwin Avenue Grade Separation Project Application for Federal TIGER Grant Program Funds

Staff is submitting to the U.S. Department of Transportation an application seeking \$33.652 million for construction of the Baldwin Avenue Grade Separation Project in the City of El Monte from the Transportation Investment Generating Economic Recovery, or "TIGER," discretionary grant program authorized under the American Recovery and Reinvestment Act of 2009. The application will be submitted to DOT prior to the September 15, 2009 deadline.

The Baldwin project application will be submitted to DOT as part of a regional consensus package of projects proposed by nine Southern California agencies (see list below). In addition, the application has been submitted for consideration to Caltrans which has undertaken an effort to develop a state-endorsed list of projects to identify to the DOT.

The American Recovery and Reinvestment Act appropriated \$1.5 billion of grant funds to be awarded to eligible applicants on a competitive basis for capital investments in surface transportation infrastructure. No more than 20 percent (or \$300 million) of the funds made available under the TIGER program may be awarded to projects in any one state. Eligible projects include, but are not limited to (1) highway or bridge projects; (2) public transportation projects; (3) passenger and freight rail transportation projects; and (4) port infrastructure investments that include projects that connect ports to other modes of transportation and improve efficiency of freight movement.

DOT has announced that applications will be evaluated as soon as possible and funding decisions made no later than February 17, 2010. If awarded funds are not expended and/or construction does not begin in accordance with the project schedule, DOT has reserved the right to revoke any award of TIGER funds and to award such funds to another project. DOT's ability to obligate funds for TIGER grants expire on September 30, 2011.

Staff believes the Baldwin Avenue project application should compete well among projects submitted for the following reasons:

1. The Project will generate 1,370 annual full-time equivalent jobs with construction taking place in El Monte, one of only 27 Disadvantaged Communities (median

income falls below 80% of statewide household income) in Los Angeles County, which in turn meets the criteria for an Economically Distressed Area.

2. Transportation Secretary Ray LaHood has frequently encouraged intermodal projects for this program, with particular attention paid to those projects which were excluded from the first round of stimulus funding distributed by formula for highway and transit projects. ACE Construction Authority did not receive first round stimulus funding due to distribution by formula that was limited to the MTA, cities and transit operators. In addition, the Baldwin Avenue project is included as a priority in longstanding state and regional goods movement infrastructure action plans and the ACE Trade Corridor has been designated in the last two Federal surface transportation authorization bills as a National High Priority Corridor and a Project of National and Regional Significance.
3. A construction contract for this "shovel-ready" Project can be awarded as early as November 2009 and completed by November 2011, prior to the TIGER program priority deadline of construction completion by February 2012. (Project design was completed in December 2004, and environmental approvals under NEPA and CEQA were received in July 2003 and re-validated in February 2008. Right-of-way acquisition is 90% complete.)

SOUTHERN CALIFORNIA CONSENSUS WORKING GROUP **Candidate Project List for TIGER Funds**

REGIONAL SPONSOR	PROJECT NAME
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY	<ul style="list-style-type: none"> • Alameda Corridor East - Baldwin Avenue Grade Separation Project • Alameda Corridor Transportation Authority - SR-47 Expressway Project • Port of Los Angeles - San Pedro Bay Ports Rail System: West Basin Rail Access Improvements • Port of Los Angeles - South Wilmington Grade Separation • Port of Long Beach - Gerald Desmond Bridge Construction • I-5 Truck Lanes
METROLINK	<ul style="list-style-type: none"> • Positive Train Control
ORANGE COUNTY TRANSPORTATION AUTHORITY	<ul style="list-style-type: none"> • Gene Autry Way and Interstate 5

ACE Construction Authority Board Members & Alternates
August 24, 2009 Board Meeting
Grant Application For the Baldwin Avenue Grade Separation Project

	Interchange
RIVERSIDE COUNTY TRANSPORTATION COMMISSION	<ul style="list-style-type: none">• Auto Center Drive/BNSF• Iowa Avenue/BNSF
SAN BERNARDINO ASSOCIATED GOVERNMENTS	<ul style="list-style-type: none">• I-10 Mixed Flow lane westbound from Ford St to West of Live Oak Canyon Rd• I-15 La Mesa/Nisqualli interchange



Alameda Corridor-East Construction Authority

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ALAMEDA CORRIDOR-EAST CONSTRUCTION AUTHORITY BOARD OF DIRECTORS

REGULAR MEETING AGENDA

Monday, September 28, 2009 – 2:00 P.M.

Irwindale City Hall

5050 Irwindale Avenue

Irwindale, CA 91706

Members of the public may comment on any item on the agenda at the time it is taken up by the Board. We ask that members of the public come forward to be recognized by the Chair and keep their remarks brief. If several persons wish to address the Board on a single item, the Chair may impose a three-minute time limit on individual remarks at the beginning of the discussion.

- | | | |
|-------|---|--------------------|
| I. | Roll Call and Introductions | |
| II. | Pledge of Allegiance | |
| III. | Approval of Minutes of August 24, 2009 Regular Board Meeting (Pages 1-4) | Action |
| IV. | Public Comment | |
| V. | Chairman's Remarks | |
| VI. | Chief Executive Officer's Report (Pages 5-9) | Information |
| VII. | Hearing on Resolution of Necessity for Property Acquisition for the Baldwin Avenue Grade Separation Project
No. 09-04 4205 Baldwin Avenue El Monte, CA
Owner: MIPCO LLP (Pages 10-44) | Action |
| VIII. | Approval of Amendment to Design Services Contract for the Nogales Street Grade Separation for AECOM USA, Inc. (Pages 45-46) | Action |
| IX. | Construction Management Contract with LAN Engineering for the Baldwin Avenue Grade Separation Project (Pages 47-48) | Information |
| X. | Approval of Revised Project Reporting (Pages 49-67) | Action |
| XI. | Closed Session: The Board will adjourn to closed session in accordance with Government Code Section 54957 to discuss the performance evaluation of the Chief Executive Officer | Possible
Action |

The ACE Construction Authority is constituted of seven (7) member jurisdiction; the Cities of El Monte, Industry, Montebello, San Gabriel and Pomona, the County of Los Angeles and the San Gabriel Valley Council of Governments. A San Bernardino County Council of Governments representative is an ex-officio Board member. Each member or alternate has one vote. A quorum of the ACE Construction Authority is no less than four (4) of its total voting membership. Actions taken by the ACE Construction Authority shall be by simple majority of the members present with a quorum in attendance except for personnel actions, the annual budget, matters dealing with the Administrative Code or matters requiring subsequent approval by the SGVCOG, all of which shall require five (5) votes. All disclosable public records related to this meeting are available for viewing at the ACE office above during normal working hours.

XII. Adjournment

Action



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

Alameda Corridor-East Construction Authority Board of Directors Meeting August 24, 2009 Minutes

Chairman Spohn called the meeting of the Board of Directors of the Alameda Corridor-East Construction Authority to order at 2:01PM.

1. In attendance were:

Tim Spohn, Industry
Steve Atchley, Pomona
David Gutierrez, San Gabriel
Patricia Wallach, El Monte
Tom King, Walnut, SGVCOG
Rosemarie Vasquez, Montebello
Gloria Molina, Los Angeles County
Paul Eaton, SANBAG

Staff

Rick Richmond, Chief Executive Officer
Joe Silvey, Legal Counsel
Deanna Stanley
Charles Tsang
Lou Cluster
Cynthia Ambrose
Victoria Butler

Guests

Holly Rockwell, Epic Land Solutions
Jim Overcamp, Epic Land Solutions
David Nelson, City of Pomona
Hon. Carol Herrera, City of Diamond Bar
Raul Fernandez, Athalye Consulting Engineering Services
Polly Ann Walton, Athalye Consulting Engineering Services
Bruce Russell, Jacobs
Marisela Cervantes, Assemblyman Charles Calderon

- 2. Pledge of Allegiance** – Member Gutierrez led the pledge of allegiance.
- 3. Approval of Minutes of July 27, 2009** – A motion was made to approve the minutes of July 27, 2009. M/S/C/Gutierrez/King/Unanimous
- 4. Public Comments** – Mayor Pro Tem Carol Herrera presented Rick Richmond a Resolution from the City of Diamond Bar for his recognition from the American Council of Engineering Companies of California's of the Engineering

Achievement Award.

5. **Chairman's Report** – Chairman Spohn reported that he and staff met with Congresswoman Judy Chu to request support for federal funding through the surface transportation authorization bill. Support was also requested for the TIGER application submitted for funds for the Baldwin Avenue grade separation project. Chairman Spohn referenced two upcoming events – The San Gabriel Valley Economic Partnership's Annual Awards dinner on Friday, September 11 where former ACE Board Member Harry Baldwin is among the honorees. The annual Southern California Transportation Summit sponsored by Mobility 21 will be held on Monday, September 21. He requested members interested in attending either event should contact Deanna Stanley.
6. **CEO's Report** – Mr. Richmond reported that staff also met with Assembly member Mike Eng who continues to be supportive of the project. He reported that Assembly member Eng sent letters to the Secretary Business, Transportation & Housing and Caltrans supporting the TIGER application ACE submitted for funds for the Baldwin Avenue grade separation project.

Mr. Charles Tsang reviewed construction progress photos of the Temple Avenue project. Ms. Victoria Butler reviewed construction progress photos of the Sunset Avenue grade separation project.

7. **Approval of Selection and Contract Award for Property Acquisition/Relocation Services** – Mr. Richmond reviewed the procurement process for the selection for property acquisition/relocation services. He reminded the Board that the procurement was a result of increased volume of acquisition/relocation services for due to the upcoming the Nogales and San Gabriel Trench projects. He reminded the Board that acquisitions would be simultaneous and necessary for schedule adherence and maintaining control of project costs. He indicated the contractor for these services would remain active for the completion of the ACE Project and budget and tasks would be part of annual tasks brought to the Board for approval.

A motion was made to authorize the Chief Executive Officer to negotiate and execute a contract for an amount not-to-exceed \$500,000 with Epic Land Solutions, Inc. for right of way acquisition and relocation services and in the event negotiations are not successful, the CEO will negotiate and execute a contract with the next highest ranked firm for the same amount.

M/S/C/King/Wallach/Unanimous

8. **Approval Amendment to Construction Management Services Contract for East End Ave and Reservoir St Grade Separations with PB Americas**

Inc. – Mr. Richmond reminded the Board that the procurement for construction management services combined the East End Ave and Reservoir St projects due to their proximity. He indicated the delays in construction at Reservoir created schedule delays at East End. He reported that construction duration ran from May 2004 through July 2008 but CM services were necessary for close out extended the contract duration through December 2008. He indicated there were outstanding invoice issues which ACE and the contractor disagree which will go to a dispute resolution board. However, \$193,755 in charges were deemed appropriate and necessary as well as an allowance of \$26,000 for dispute resolution preparation.

A motion was made to authorize the Chief Executive Officer to amend the contract with PB Americas, Inc. to add an amount not to exceed \$219,755 to task order #1 of the contract for construction management services for the East End Ave/Reservoir St. grade separations for a new task order value not to exceed \$4,796,919.

M/S/C/Vasquez/Wallach/Unanimous

9. **Approval of Amendment to Demolition Contract with Miller**

Environmental - Mr. Richmond reviewed the property acquisitions, demolition schedule. He also reviewed the procurement process which qualified four contractors and task orders were issued to two firms. He reported that the value of tasked demolition services thus far to Miller Environmental were under his authorization. However demolition of the remaining properties would exceed his authorization. He indicated the work must continue to move the project forward and prevent vacated structures from becoming a safety issue and public nuisance.

A motion was made to authorize the Chief Executive Officer to amend the contract with Miller Environmental, Inc. for demolition services to add \$134,749 for a new contract value of \$240,206.

M/S/C/Atchley/Gutierrez/Unanimous

10. **Approval of Amendment to FY 2009 Task Order for Relocation**

Services with Del Richardson & Associates - Mr. Richmond reported that the preconstruction activities included property acquisition and relocations. He indicated relocation efforts were greater than anticipated during the past several months on the Baldwin Avenue project. The slightly higher level of effort on the project exceeded the authorization by \$6,500 and it was staff's recommendation that the task order be amended to include these costs.

A motion was made to amend the fiscal year 2009 task order with Del Richardson & Associates for an additional \$6500 for costs necessary for the

Baldwin Avenue grade separation project for a new FY 2009 task order total of \$225,500. M/S/C/Vasquez/Wallach/Unanimous

11. **Approval of Amendment to FY 2009 Task Order for Engineering Survey Services with Wagner Engineering & Survey**

Mr. Richmond reported the task order for Wagner Engineering for FY 2009 did not anticipate a higher level of effort on the Nogales Street grade separation project. He reminded the board that the project was expanded towards the end of the fiscal year as the details of the design were being finalized. He reported the efforts exceeded authorization by \$5,150 and it was staff's recommendation that the task order be amended.

A motion was made to amend the fiscal year 2009 task order with Wagner Engineering & Survey Inc. for an additional \$5,150 necessary for the Nogales Street grade separation project for a new FY 2009 task order total of \$332,850. M/S/C/Gutierrez/Atchley/Unanimous

12. **Submission of TIGER Grant Application for Baldwin Avenue Grade Separation Project** - Paul Hubler, Director of Government & Community

Relations reported that the Authority would submit an application as part of a regional consensus package of projects seeking \$33.6 M for the construction of the Baldwin Avenue grade separation project in the City of El Monte. He reviewed the program elements and expressed staff's belief that with the criteria of the program the Baldwin Avenue project was a strong candidate for potential funding.

13. **Compensation of Chief Executive Officer** - The Board reviewed and discussed salary information and history for the Chief Executive Officer. A motion was made to increase the salary of Rick Richmond by 3% retroactive to his anniversary date.

M/S/C/King/Atchley/Unanimous

14. **Adjournment** - The meeting was adjourned at 2:43PM



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: September 28, 2009

SUBJECT: CEO Report

The following are items of note since the last meeting:

SGVCOG Transportation Forum – I delivered an ACE Project update presentation during the goods movement portion of the agenda at the San Gabriel Valley Council of Governments Transportation Forum on September 23. My presentation focused on our current schedule and budget as well as overall ACE program progress, noting in particular the need to seek funding for the remaining 10 grade separations in our program which will be partially funded by the 2006 State Transportation Bonds (\$336 million) and Los Angeles County Metro Measure R (\$400 million). Paul Hubler, our government relations director, also delivered a presentation regarding our advocacy strategy to seek additional federal funding for the ACE Project.

Community Outreach Update – Staff has conducted the following project outreach activities:

- Distributed construction alert notices regarding demolition and removal of acquired properties as well as the relocation of utilities on the railroad right-of-way for the Baldwin Avenue Grade Separation project;
- Distributed letters to property owners and tenants regarding a revised detour route for the Nogales Street Grade Separation Project;
- Staffed an ACE Project informational display table at the annual Mobility 21 countywide transportation summit on September 21;
- Conducted ongoing business support program, community outreach and construction coordination activities for Sunset Ave. grade separation and Temple Ave. projects.

ALAMEDA CORRIDOR EAST

PROJECT STATUS REPORT

SUNSET AVENUE GRADE SEPARATION PROJECT For the Month: August 2009

Scope:	Construction of grade separations at the UPRR crossings at Orange Avenue and Sunset Avenue. Orange and Sunset Avenues will be lowered slightly and the tracks raised on embankments and two steel thru-girder bridges. California Street will be raised and reconstructed to meet the new track locations. Valley Boulevard will be reconstructed at all three intersections. Trackwork will consist of a new raised mainline track; at grade drill track and industry track connection to the north; and a temporary shoofly to the south requiring temporary closure of the northerly lane of Valley Blvd.	
Contractor:	Atkinson Contractors, LP	
Construction Manager:	PB	
Contract Award:	August 28, 2006	
Notice to Proceed:	November 14, 2006	
Original Completion:	November 18, 2009	Schedule % Complete
Revised Contract Completion:	January 1, 2011	65.3

Schedule Summary	Estimated Start	Estimated Completion	% Complete
California Ave Shoofly & Street Restoration	January 2007	December 2007	100%
Railroad ROW storm drain system	February 2007	January 2009	93%
Valley Blvd Shoofly	May 2007	August 2008	100%
Drill Track	April 2008	April 2009	97%
Drill Track Revision 12, 16 & 17	June 2008	November 2008	98%
Main Line Retaining Walls & Backfill	May 2009	November 2009	3%
Sunset & Orange Bridge Steel Fabrication	November 2007	September 2008	98%
Sunset & Orange Bridge & Roadway Installation	May 2009	June 2010	5%
Valley @ Sunset & Orange Street Restorations	August 2009	October 2009	25%
Landscaping & Irrigation	December 2009	July 2010	0%

Financial Summary			
Original Contract Value	\$41,938,421.50		
C.O.s Approved This Month	\$0		
C.O.s Approved to Date	\$8,642,742.66		
Current Contract Value	\$50,581,164.16		
Invoiced to Date (% of revised contract)	\$19,663,031.42		
Release of Liens are Current	<input checked="" type="checkbox"/>		38.9%

SUNSET AVENUE GRADE SEPARATION PROJECT

Contractor	Atkinson Contractors, LP
Contract Award	August 2006
Limited NTP	November 1, 2006
NTP	November 14, 2006
Contractual Completion	November 18, 2009
Revised Completion	January 1, 2011
Original Contract Value	\$41,938,421.50
Change Orders this Month	\$0
Amended Contract Value	\$50,581,164.16
Earned to date (Amended Value)	38.9% \$19,663,031.42
Release of Liens are Current	<input checked="" type="checkbox"/>

Progress Summary

• California Ave Shoofly & Street Restoration	100%
• Railroad ROW storm drain system	93%
• Valley Blvd Shoofly	100%
• Drill Track	97%
• Drill Track Revision 12, 16 & 17	98%
• Mainline Retaining Walls & Backfill	3%
• Sunset & Orange Bridge Steel Fabrication	98%
• Sunset & Orange Bridge & Roadway Installation	5%
• Valley at Sunset & Orange Street Restorations	25%
• Landscaping & Irrigation	0%

Safety and Security Issues:

- | | |
|---|--|
| • LOST TIME INJURY STATUS:
No injuries reported. | • SITE INCIDENTS: Gang forms
fouled Shoofly, stopped train
to clear. |
| • RR INCIDENTS: None | • Security incidents: None |

Issues

- City of Industry rejected the specified form liner concrete finish. A potential cost impact of up to \$200,000 is being evaluated (CN 046).
- Unable resolve Shoofly TIA (CN 14.3) with Contractor. Agreed to schedule meeting with DRB.
- Contaminated Material beneath Mainline Track was mitigated, CN 051. This included 9 days of delay to the project completion date.

Utilities

- Verizon re-mobilized and backfilled manhole with slurry and installed their east-west lateral.
- Level 3 fiber lines conflict with Sunset Abutment No. 3 and costs being negotiated on CN 048.

Work Accomplished this Month

- Met with GFF & resolved 2' increase in elevation of spur 861 (Design Revision 18) and final paving limits beyond spur 861 (CN 050).
- Mitigation Schedule (CN 047) was negotiated and signed by Contractor. Will be included in Change Order 16.
- Negotiated CN 052 costs for rubble encountered beneath the Drill Track during the Stage 3 outage and the future Main Track retaining wall.
- Hauled over-excavated material between Sunset and Orange and west of Orange to the Orange stockpile yard (CN 047).
- Form / poured cantilever retaining wall footings on east and west ends of the project.
- UPRR continuing to surface Drill Track.

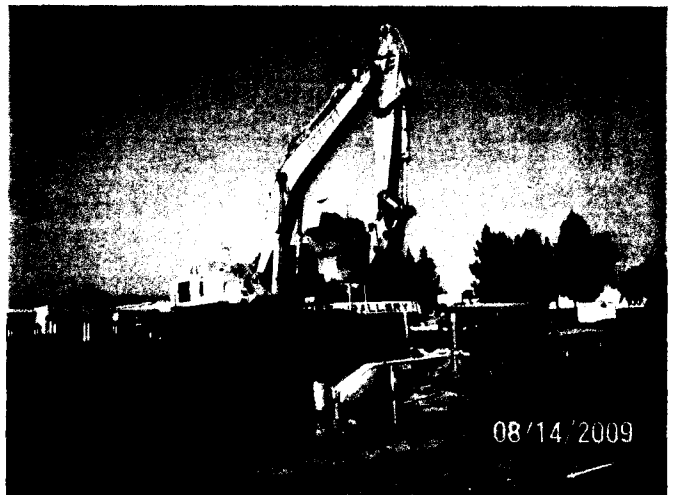
Upcoming Work next Month

- UPRR to complete surfacing of Drill Track.
- Installed remaining chain link fence at spurs 827 and 828.
- Atkinson to complete paving at spur 861 (CN 050).
- Atkinson to complete removing debris beneath Main Track (CN 052).
- Atkinson to complete excavation for retaining wall footing.
- Atkinson to complete mainline retaining wall soil stabilization.
- Start forms, rebar & pour for Main track "U" wall retaining wall footing.

- Atkinson to install abutment shoring at Sunset and Orange.



Pouring Non-Continuous Retaining Wall Footing (West End)



Drill Track Over-Excavation (CN 047)



UPRR Constructing Stage 3 Drill Track



ALAMEDA CORRIDOR EAST
PROJECT STATUS REPORT
TEMPLE AVE 4TH TRACK INFRASTRUCTURE PROJECT

For the Month: **August 2009**

Scope: The Project involves the construction of a new fourth mainline embankment that runs parallel to the UPRR Los Angeles Subdivision tracks for 2.7 miles. The work also includes, but is not limited to, the construction of retaining walls, roadways, pier protection walls, bridge widening, channel wall improvements, culverts, drainage ditches, utility relocation and protection. Temporary work consists of shoring, excavation support systems, and traffic control features.

Contractor: Sema Construction
Construction Manager: PB Americas
Contract Award: August 29, 2008
Limited Notice to Proceed: September 18, 2008
Notice to Proceed: November 17, 2008
Original Completion: October 13, 2009
Revised Contract Completion: November 3, 2009

Time Elapsed 81%

Schedule Summary	Estimated Start	Estimated Completion	% Complete
UP MP 28.75: Industry Spur Bridge	June 15, 2009	Oct 15, 2009	25%
UP MP 28.76: UPRR Culvert	July 01, 2009	Oct 02, 2009	75%
UP MP 28.90: SR 57 Pier Protection Wall	June 15, 2009	Sept 21, 2009	75%
UP MP 28.90: SR 57 Retaining Wall	April 06, 2009	June 30, 2009	100%
UP MP 28.91: UPRR Culvert	June 07, 2009	July 22, 2009	100%
UP MP 29.59: UPRR Culvert	July 01, 2009	Oct 15, 2009	0%
UP MP 29.60: LACDPW New Channel Wall	July 01, 2009	Oct 15, 2009	0%
UP MP 29.60: LACDPW Channel Wall Retrofit	July 01, 2009	Oct 15, 2009	15%
UP MP 29.61: Humane Way PPW	July 07, 2009	Sep 07, 2009	100%
UP MP 30.02: SR 71 Pier Protection Wall	July 07, 2009	Sep 07, 2009	100%
UP MP 30.02: SR 71 Retaining Wall	March 16, 2009	June 15, 2009	100%
UP MP 30.10: Retaining Wall	February 18, 2009	May 30, 2009	100%
Embankment: Station 1490+00 – 1515+00	June 19, 2009	Nov 03, 2009	20%
Embankment: Station 1515+00 – 1530+00	June 19, 2009	Nov 03, 2009	20%
Embankment: Station 1530+00 – 1564+00	June 19, 2009	Nov 03, 2009	70%
Embankment: Station 1564+00 – 1590+00	June 19, 2009	Nov 03, 2009	20%
Embankment: Station 1590+00 – 1615+00	June 19, 2009	Nov 03, 2009	20%

Financial Summary

Original Contract Value \$12,104,916.85
C.O.s Approved This Month \$0.00
C.O.s Approved to Date \$301,572.15
Current Contract Value \$12,406,489.00
Invoiced to Date (% of revised contract) \$8,533,718.49
Release of Liens are Current ☒

2.5%

68%

TEMPLE AVE 4TH TRACK INFRASTRUCTURE PROJECT

Contractor		SEMA Contractors
Contract Award		September 30, 2008
Limited NTP		September 18, 2008
Full NTP		November 17, 2008
Contractual Completion	---	October 13, 2009
Revised Completion	81%	November 3, 2009
Original Contract Value		\$12,104,916.85
Change Orders this Month		\$0.00
Amended Contract Value	2.5%	\$12,406,489.00
Earned to Date (Amended Value)	68%	\$8,533,718.49
Release of Liens are Current	<input checked="" type="checkbox"/>	

Progress Summary

• UP MP 28.75: Industry Spur Bridge	25%
• UP MP 28.76: UPRR Culvert	75%
• UP MP 28.90: SR 57 Pier Protection Wall	75%
• UP MP 28.90: SR 57 Retaining Wall	100%
• UP MP 28.91: UPRR Culvert	100%
• UP MP 29.59 & 29.60: UPRR Culvert & LACDPW Channel	15%
• UP MP 29.61: Humane Way PPW	100%
• UP MP 30.02: SR 71 Pier Protection Wall	100%
• UP MP 30.02: SR 71 Retaining Wall	100%
• UP MP 30.10: Retaining Wall	100%
• Embankment: Station 1490+00 – 1515+00	20%
• Embankment: Station 1515+00 – 1530+00	20%
• Embankment: Station 1530+00 – 1564+00	70%
• Embankment: Station 1564+00 – 1590+00	20%
• Embankment: Station 1590+00 – 1615+00	20%

Safety and Security Issues:

- LOST TIME INJURY STATUS: No injuries reported.
- SITE INCIDENTS: City 10" waterline came apart during Spur Track Bridge construction. No impact to UPRR train operation. No impact to City water service.
- RR INCIDENTS: None.
- SECURITY INCIDENTS: None.

Issues

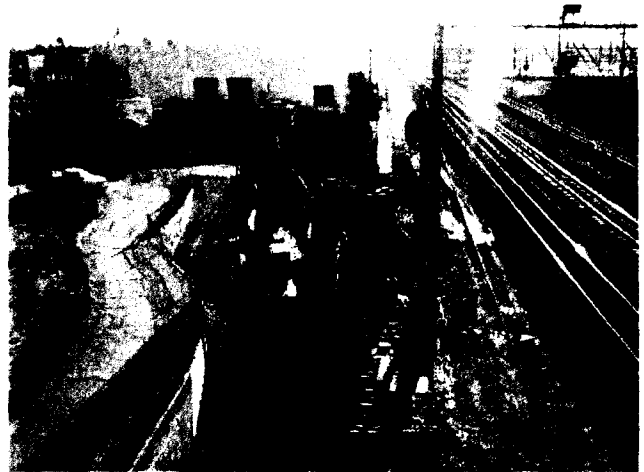
- UPRR traffic signals and crossing arms need to be relocated for embankment and grading work
- Relocation of Clear Channel Ad Pole at SR 57 is needed for grading. Contractor is directed to grade around pole
- Resolve deletion of item work at Culvert 29.59, encasement of City utilities with UPRR due to Kinder Morgan utility conflicts

Work Accomplished this Month

- Completed SR 57 shotcrete retaining wall
- Continued to work on Culvert 28.76
- MCI/Verizon completed fiber line to temporary poles
- Continue installation of CIDH piles at Spur Bridge
- Start installation of shoring for SJCC Wall Replacement
- Completed SR 71 PPW
- Completed installation of shoring for UPRR Signal Structures

Upcoming Work next Month

- Complete demolition of Culvert 29.59
- Complete demolition of SJCC Wall Replacement
- Complete Spur Track Bridge abutments
- Complete SR 57 PPW
- Continue SJCC Wall Retrofit Work
- Complete installation of 10" Waterline Bypass



Temporary Shoring UPRR Signal Structure



Installation of Permanent Casing for Spur Track Bridge Abutment # 01 CIDH Piles



City 10" Waterline Ruptured at Spur Track Bridge Abutment # 02





Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: September 28, 2009

SUBJECT: Resolution of Necessity for Property Acquisition-
No. 09-04- 4205 Baldwin Avenue, El Monte CA 91731
Property Owner: MIPCO, L.L.C.

RECOMMENDATION: Staff recommends the ACE Construction Authority:

1. Conduct a hearing on Resolution 09-04 of the ACE Construction Authority finding and determining that the public interest, convenience and necessity require the acquisition of certain property for public purposes; and
2. Review the evidence presented, including this staff report and public comments and close the hearing; and
3. Adopt the attached Resolution 09-04 authorizing the commencement of eminent domain proceedings so as to acquire permanent and temporary easements in real property described therein (Note: This requires an affirmative TWO-THIRDS (2/3) vote of the ACE Construction Authority Board).

BACKGROUND: The ACE Construction Authority was formed pursuant to the California Joint Powers law (Govt. Code section 6500 *et seq.*) for purposes of implementing the Alameda Corridor East (ACE Project). The ACE Project is a multi-phase project that will improve the safety and efficiency of railroad crossings from Los Angeles, east to San Bernardino County to mitigate some of the impacts created by increased rail traffic from the Ports of Long Beach and Los Angeles.

Included in the Project is a grade separation of Baldwin Avenue in the City of El Monte from the Union Pacific Railroad right-of-way, which will eliminate current and future long delays of traffic at the crossing. In order to accommodate the grade separation at Baldwin Avenue permanent and temporary easements in the property described in Resolution No. 09-04 are required. The proposed lowering of Baldwin Avenue was evaluated consistent with the National Environmental Protection Act (NEPA) and California Environmental Quality Act (CEQA) permitting process requirements.

Presently, the property identified in Resolution 09-04 is owned by MIPCO, L.L.C. (MIPCO) and is used as an auto/truck circulation and parking area serving multiple

warehouses. No improved property, i.e. buildings, will be used for the project. ACE Construction Authority staff has attempted to negotiate a purchase of the property interests from the owner, but the transaction has not been consummated.

Pursuant to California Government Code sections 6500 et seq., 7267.2, 37350, and 40401 et seq. and California Code of Civil Procedure Section 1230.010 et seq. and Section 19, Article I of the California Constitution, and other authorities, the ACE Construction Authority is authorized to acquire the permanent and temporary easements by eminent domain, provided certain procedural steps are followed.

First, the ACE Construction Authority must make an offer to purchase to the property owner, which offer must be transmitted in writing, based upon an appraisal. The ACE Construction Authority tendered a statutory Offer to Purchase to the Property owner as required by law (Exhibit 1). To date, the offer has not been accepted.

It is now necessary that actions in eminent domain be commenced to acquire the property interests referenced herein. Prior to the filing of the actions, the ACE Construction Authority must hold a hearing on the proposed Resolution of Necessity, (Exhibit 2) and provide the owner of the affected property an opportunity to be heard, provided that the owner has filed a request to be heard in writing with the ACE Construction Authority prior to the hearing.

The hearing was timely and duly noticed. Attached is a copy of the Notice of Hearing and Request to Be Heard which were given in accordance with the applicable statutes (Exhibit 3).

After conducting the public hearing, if the ACE Construction Authority finds that the public necessity so requires, the ACE Construction Authority should adopt the attached Resolution of Necessity 09-04, authorizing condemnation proceedings for the purpose of acquiring the interests in the property which are described in Resolution 09-04.

The findings, which need to be made are as set forth in the Resolution of Necessity. Specifically, the ACE Construction Authority must find:

1. That the public interest, convenience and necessity require the acquisition of the proposed project. As proposed, the Project will serve public purposes, as discussed above;
2. That the Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury. As set forth above, the property interests in the Property are being acquired to improve the safety and efficiency of the rail crossing by constructing a grade separation at Baldwin Avenue. The original 1997 San Gabriel Valley Council of Governments study looked at alternatives to an underpass and different underpass configurations, to identify any overall project cost and real estate impact reductions. Subsequently,

as the design of the project began ACE staff evaluated alternative configurations in greater detail. Realigning Baldwin Avenue to retain existing access to one side of the street was also examined. Street realignment was deemed impractical due to vehicular speeds on Baldwin, construction impacts on “saved” parcels, and poor individual site access in the finished condition. An ADA-compliant overpass would blight the area and negatively impact far more residents than the proposed action due to its extended length. The no build alternative was examined through the project ranking process described in the 1997 report. Baldwin Avenue is a primary arterial street with freeway access, serving multiple residential and commercial areas. The Baldwin Avenue Underpass will eliminate the possibility of train—vehicle collisions at this location and the effect of stopped and moving trains on vehicular traffic capacity:

3. That the property interests sought to be acquired are necessary for the Project. The requirements over the subject property include permanent easements for a retaining wall and retaining wall footing and a subsurface utility easement. A temporary easement is also required to provide a construction work area for the 24-month duration of the construction contract. No improved property is needed for the project. There will be changes to the parcel's access to and from Baldwin Avenue as a result of its lowering. Without the acquisition of these permanent and temporary easements, the proposed Project cannot be completed.

Questions relating to value are not relevant to this proceeding. However, that does not mean that negotiations for the acquisition of the property interests are at an end. If the ACE Construction Authority adopts the Resolution of Necessity, after the hearing, negotiations for the acquisition of the property interests will continue.

BUDGET IMPACT: Funds for the acquisition of this property are available from Federal and MTA grants and are included in the Authority's FY 2008 budget.

ATTACHMENTS

- Exhibit 1- Offer Letter (MIPCO, L.L.C.)
- Exhibit 2- Resolution of Necessity No. 09-04 with Exhibits
- Exhibit 3- Notice of Hearing and Request to Be Heard

**“EXHIBIT 1”
OFFER LETTER**



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd., Ste. A120, Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MIPCO, LLC
4205 Baldwin Avenue
El Monte, CA 91731

RE: Baldwin Avenue Grade Separation Project
4201-4207 Baldwin Avenue in the City of El Monte, CA
APN: 8577-006-001
Federal Project No.: HP21L 6303 (017)
File No.: 1B2.436.07
ACE Parcel No.: 6K

To Whom It May Concern:

The Alameda Corridor-East Construction Authority (ACE) is constructing the Alameda Corridor-East Project, which is a corridor-wide improvement program. The project boundaries are from East Los Angeles, at the Union Pacific Railroad Redondo Junction, easterly to the City of Pomona in Los Angeles County.

As a part of that project, ACE is constructing a grade separation on Baldwin Avenue under the Union Pacific Railroad right-of-way in the City of El Monte, California. It has been determined that the project will require the acquisition of a portion of your property located at 4201-4207 Baldwin Avenue, El Monte, California bearing Los Angeles County Assessor Parcel Number (APN) 8577-006-001. The property to be acquired is a Utility Easement, 6K-UE 6,184 square feet in size, a Permanent Easement, 6K-PE(1), for a retaining wall footing, 1,638 square feet in size, a Permanent Easement, 6K-PE(2), for a retaining wall, 288 square feet in size, and a Temporary Construction Easement 6K-TCE, 16,465 square feet in size, for a duration of 24 months. Maps delineating the areas are attached hereto.

It is the policy of ACE to acquire property, which is in private ownership, only when it is essential to do so, and through voluntary purchase, if possible. While ACE has the power of eminent domain, condemnation has not been authorized with respect to the subject property as of this date.

California law requires that before making an offer for the acquisition of real property for the Alameda Corridor-East Project, ACE must: obtain an appraisal to determine the fair market value of the real property being acquired; establish an amount which it believes to be Just Compensation for that property; and make an offer to the owner for an amount not less than the Just Compensation so determined. ACE has, accordingly, had your property appraised to determine its fair market value, as defined in California Code of Civil procedure Section 1263.320. It was appraised in accordance with commonly accepted appraisal standards and included consideration of the Highest and Best Use of the land, the land's current use and any

improvements located thereon. The appraisal has been completed and reviewed, and ACE has determined an amount, which constitutes Just Compensation for the real property.

ACE hereby offers you the sum of SEVEN HUNDRED EIGHTY THREE THOUSAND DOLLARS (\$783,000) for the partial acquisition of ACE Parcel No. 6K. The enclosed Appraisal Summary Statement Dated December 17, 2008 (Attachment No. 1) outlines the basis for this offer.

The amount of the offer is predicated on the assumption that there exists no hazardous substance, product, waste, or other material of any nature whatsoever which is or becomes listed, regulated, or addressed pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, 42 United States Code Section 9601 et seq., on the subject property. Furthermore, please be advised that the amount offered is subject to an environmental site inspection, and the cost to remediate any identified problems may affect the valuation of the subject property.

Please be advised that the amount offered does not include any relocation assistance payments to which you or the occupant of the subject property may be entitled.

This is an offer to purchase one (1) temporary interest and three (3) permanent easements over a portion of your property designated as ACE Parcel No. 6K free of all liens and other encumbrances, except as may be agreed to by ACE. If more than one person has an interest in the property, which ACE is seeking to acquire, all parties with such interests must accept this offer.

If you are not satisfied with ACE's offer, you are encouraged to present to us any material you believe to be relevant to the value of the property. This material will be carefully considered by ACE, and if, in ACE's opinion, the additional information warrants a change in the offer, ACE's offer will be adjusted accordingly.

Please be advised that you are entitled to a reasonable amount, not to exceed FIVE THOUSAND DOLLARS (\$5,000), for the services of an independent appraiser licensed by the Office of Real Estate Appraisers.

California regulations provide that each Owner from whom ACE purchases real property or an interest therein, or each tenant owning improvements on said property, be provided with information relating to the acquisition procedures pursuant to the Government Code, Paragraph 7267.2(a). This information is provided in When a Public Agency Acquires Your Property (Attachment 3). In addition, if persons reside on or have businesses or belongings on said property, they may have potential relocation rights and benefits under the State of California Code of Regulations, Title 25, which you should discuss with us.

If ACE's offer of SEVEN HUNDRED EIGHTY THREE THOUSAND DOLLARS (\$783,000) for the acquisition of ACE Parcel No. 6K is accepted, please have the appropriate person(s) sign the acceptance on the enclosed copy of this letter, and return the signed copy to the ACE offices located at 4900 Rivergrade Rd., Suite A120, Irwindale, CA 91706. Upon receipt of your


Baldwin Avenue Grade Separation
APN: 8577-006-001
Federal Project No.: HP21L6303 (017)
ACE Parcel No. 6K
Page 3

acceptance, an ACE representative will forward an Acquisition Agreement and Escrow Instructions to you.

If for any reason you should see fit not to accept ACE's offer, please be advised that this letter, the offer made herein, and all matters stated herein are made under the provisions of California Evidence Code Section 1152, and shall not be admissible in evidence in any eminent domain proceeding which may subsequently be instituted for acquisition of the subject property, or in any other action.

If you have any questions, please feel free to contact Acquisition Agent Jeremy Miller at (714) 379-3376.

Sincerely,


George U. Richmond
Chief Executive Officer

Dated: February 9, 2009

Baldwin Avenue Grade Separation
APN: 8577-006-001
Federal Project No.: HP211L6303 (017)
ACE Parcel No. 6K
Page 4

ACCEPTANCE

The foregoing offer of the Alameda Corridor-East Construction Authority for acquisition of the property described above is hereby accepted:

(Owner) Dated: _____

(Owner) Dated: _____

**“EXHIBIT 2”
RESOLUTION OF NECESSITY 09-04
AND
EXHIBITS A-1, A-2, A-3 AND B-1, B-2, B-3, B-4**

RESOLUTION NO. 09-04

A RESOLUTION OF THE ALAMEDA CORRIDOR EAST – GATEWAY TO AMERICA CONSTRUCTION AUTHORITY FINDING AND DETERMINING THAT THE PUBLIC INTEREST, CONVENIENCE AND NECESSITY REQUIRE THE ACQUISITION OF CERTAIN PROPERTY FOR PUBLIC PURPOSES

**THE ALAMEDA CORRIDOR EAST – GATEWAY TO AMERICA CONSTRUCTION
AUTHORITY DOES HEREBY RESOLVE AS FOLLOWS:**

SECTION 1. The Alameda Corridor East – Gateway to America Construction Authority (hereafter "ACE Construction Authority"), after consideration of the staff report, staff presentation, discussion, oral testimony and evidence presented at its Board Meeting on Monday, September 28, 2009 at 2:00 p.m. hereby finds, determines and declares as follows:

- (a)** ACE Construction Authority on behalf of the San Gabriel Council of Governments is authorized by statute and pursuant to that certain Joint Powers Agreement dated September 17, 1998 to acquire property by eminent domain within the City of El Monte, CA for the Alameda Corridor-East Project ("Project"); and
- (b)** The public interest, convenience and necessity require the proposed project; to wit, the Baldwin Avenue Grade Separation in the City of El Monte as part of the Project, which includes railroad crossing safety and efficiency improvements and all uses appurtenant thereto intended to partially mitigate the impacts of increased rail traffic from the completed Alameda Corridor on motor vehicle traffic; and
- (c)** The interests in real property to be acquired are a utility easement, a permanent easement for a retaining wall, a permanent easement for a retaining wall footing, and a temporary construction easement for a duration of 24 months, all of which are described on Exhibits A-1, A-2 and A-3, and are attached hereto and incorporated herein by this reference ("Property"). The Property is located within the City of E Monte, County of Los Angeles, State of California. Maps showing the general location of the Property are attached hereto, marked Exhibits B-1, B-2, B-3 and B-4 and are incorporated herein by reference and made a part hereof;
- (d)** The Project is planned and located in a manner that will be most compatible with the greatest public good and least private injury in that it is specifically designed to improve traffic safety and efficiency on Baldwin Avenue at the railroad crossing in the City of El Monte; and

- (e) The taking of the Property is necessary for the stated Project and such taking is authorized by Section 19, Article I of the California Constitution, Sections 6500 et seq., 37350.5 and 40401 et seq. of the California Government Code, Section 1230.010 et seq., of the California Code of Civil Procedure, and other applicable law; and
- (f) The offer to purchase required by California Government Code Section 7267.2 has been made to the owners of the Property.
- (g) The necessary notice of hearing on this Resolution has been given, as required by Code of Civil Procedure section 1245.235.

SECTION 2. ACE Construction Authority hereby declares that it is its intention to acquire said Property in accordance with the provision of the laws of the State of California governing condemnation procedures.

SECTION 3. ACE Construction Authority further finds that if any portion of the area of the Property has been appropriated to some public use, the public uses to which it is to be applied by ACE Construction Authority, as described above, are more necessary and paramount public uses, pursuant to Code of Civil Procedure section 1240.610.

SECTION 4. ACE Legal Counsel is authorized and directed to prepare, institute and prosecute such proceedings in the proper Court having jurisdiction thereof as may be necessary for the acquisition of said Property, including the filing of an application for an Order for Possession prior to judgment.

SECTION 5. This Resolution shall be effective immediately upon its adoption.

SECTION 6. The Clerk of the ACE Construction Authority shall certify the adoption of this Resolution and certify this record to be a full true, correct copy of the action taken.

PASSED, APPROVED AND ADOPTED this 28th day of September, 2009.

ATTEST:

Deanna Stanley, Clerk

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)§
CITY OF IRWINDALE)

I HEREBY CERTIFY that the foregoing Resolution was duly adopted by the ACE Construction Authority at a regular meeting thereof, held on the 28th day of September, 2009, by the following vote, to wit:

AYES:

NOES:

ABSENT:

ABSTAIN:

Deanna Stanley, Clerk

EXHIBIT A-1

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR UTILITY EASEMENT
ACE PARCEL NO. 6K-UE

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 32.20 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 31.50 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°32'45"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 843.41 FEET, THROUGH A CENTRAL ANGLE OF 11°18'43", AN ARC LENGTH OF 166.51 FEET; THENCE N1°51'27"W 10.45 FEET; THENCE N85°09'57"W 7.55 FEET; THENCE N4°50'03"E 10.91 FEET; THENCE S85°45'32"E 5.86 FEET; THENCE N2°11'59"W 7.55 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 35.90 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 6,184 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:

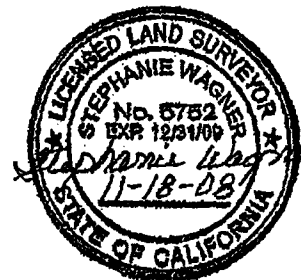
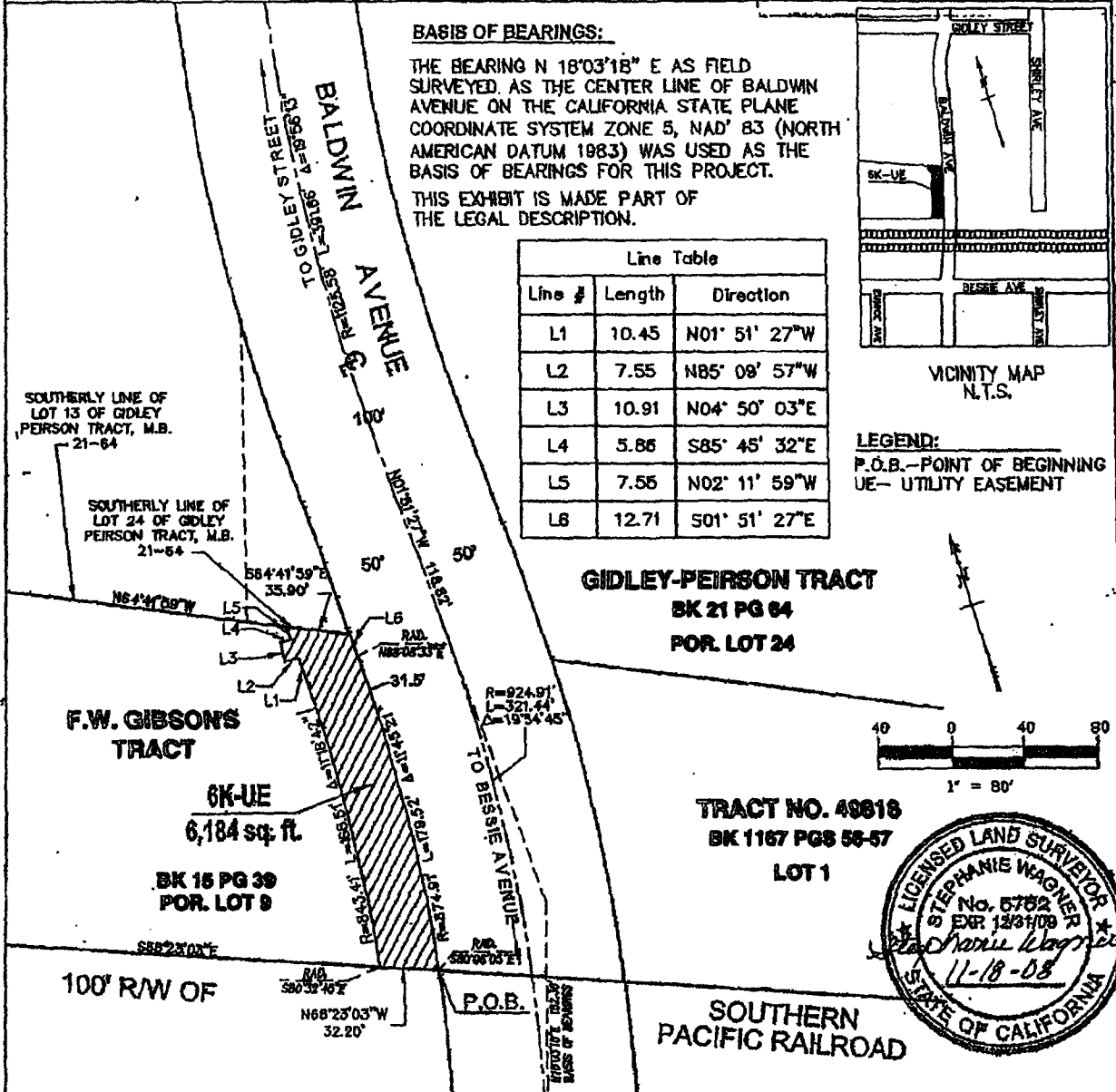


EXHIBIT B-1

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	APPROVED: <i>[Signature]</i>
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	CHIEF EXECUTIVE OFFICER
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	DATE: 11/21/08



AREA	TOTAL	REQUIRED UE	REMAINDER
SQUARE FEET	242,629	6,184	236,445

ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY		GRADE SEPARATION #13 BALDWIN AVE.		DATE: 10/12/08
WAGNER ENGINEERING & SURVEY, INC.		COUNTY OF LOS ANGELES		SCALE: 1" = 80'
CHECKED BY: <i>[Signature]</i>	APPROVED BY: <i>[Signature]</i>			REV. No. DATE:
L.S.: 5752	PROJECT MANAGER			REV. No. DATE:
	DATE: 11/21/08			ACE PARCEL No 6K-UE

EXHIBIT A-2

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR PERMANENT EASEMENT
ACE PARCEL NO. 6K-PE-1

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 8.68 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 8.5 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°13'05"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 866.41 FEET, THROUGH A CENTRAL ANGLE OF 11°38'21", AN ARC LENGTH OF 176.01 FEET; THENCE N1°51'27"W 17.07 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF THE GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 9.55 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO A POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 1,638 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:



EXHIBIT B-2

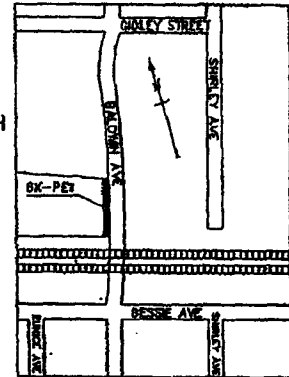
OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE APPROVED: <i>[Signature]</i> CHIEF EXECUTIVE OFFICER DATE: <i>11/21/08</i>
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	

BASIS OF BEARINGS:

THE BEARING N 18°03'18" E AS FIELD
SURVEYED AS THE CENTER LINE OF BALDWIN
AVENUE ON THE CALIFORNIA STATE PLANE
COORDINATE SYSTEM ZONE 5, NAD' 83 (NORTH
AMERICAN DATUM 1983) WAS USED AS THE
BASIS OF BEARINGS FOR THIS PROJECT.

THIS EXHIBIT IS MADE PART OF
THE LEGAL DESCRIPTION.

LINE	BEARING	LENGTH
L1	S84°41'59"E	9.55'
L2	S01°51'27"E	12.71'
L3	N01°51'27"W	17.07'
L4	N68°23'03"W	8.88'



VICINITY MAP
N.T.S.

LEGEND:

P.O.B.—POINT OF BEGINNING
PE— PERMANENT EASEMENT

GIDLEY-PEIRSON TRACT

BK 21 PG 84

POR. LOT 24

SOUTHERLY LINE OF
LOT 13 OF GIDLEY
PEARSON TRACT, M.B.
r 21-84

SOUTHERLY LINE OF
LOT 24 OF GIDLEY
PEIRSON TRACT, M.B.
21-64-

F.W. GIBSON'S TRACT

BK 15 PG 39
POR. LOT 9

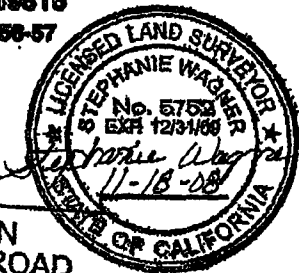
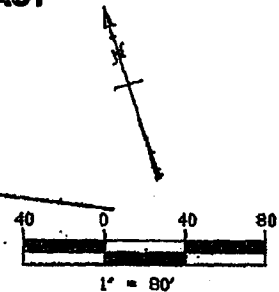
1,638 sq. ft.

-PE1

TRACT NO. 49816

BK 1167 PGS 56-57

LOT 1



**SOUTHERN
PACIFIC RAILROAD**

AREA	TOTAL	REQUIRED PE1	REMAINDER
SQUARE FEET	242,629	1,638	240,991

ALAMEDA CORRIDOR - EAST
CONSTRUCTION AUTHORITY

GRADE SEPARATION

#13 BALDWIN AVE.

COUNTY OF LOS ANGELES

WAGNER ENGINEERING &
SURVEY, INC.

APPROVED BY:

STEPHANIE WAGNER
CHECKED BY: L8:5752

[Signature]
PROJECT MANAGER

DATE: 10/12/08

SCALE: 1" = 80'

REV. No. _____ DATE: _____

REV. No. DATE:

ACE
PARCEL No 6K-PE1

EXHIBIT A-3

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR PERMANENT EASEMENT
ACE PARCEL NO. 6K-PE-2

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 1.53 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 1.50 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°07'19"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 873.41 FEET, THROUGH A CENTRAL ANGLE OF 11°44'08", AN ARC LENGTH OF 178.90 FEET; THENCE N1°51'27"W 13.48 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 1.69 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO A POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 288 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

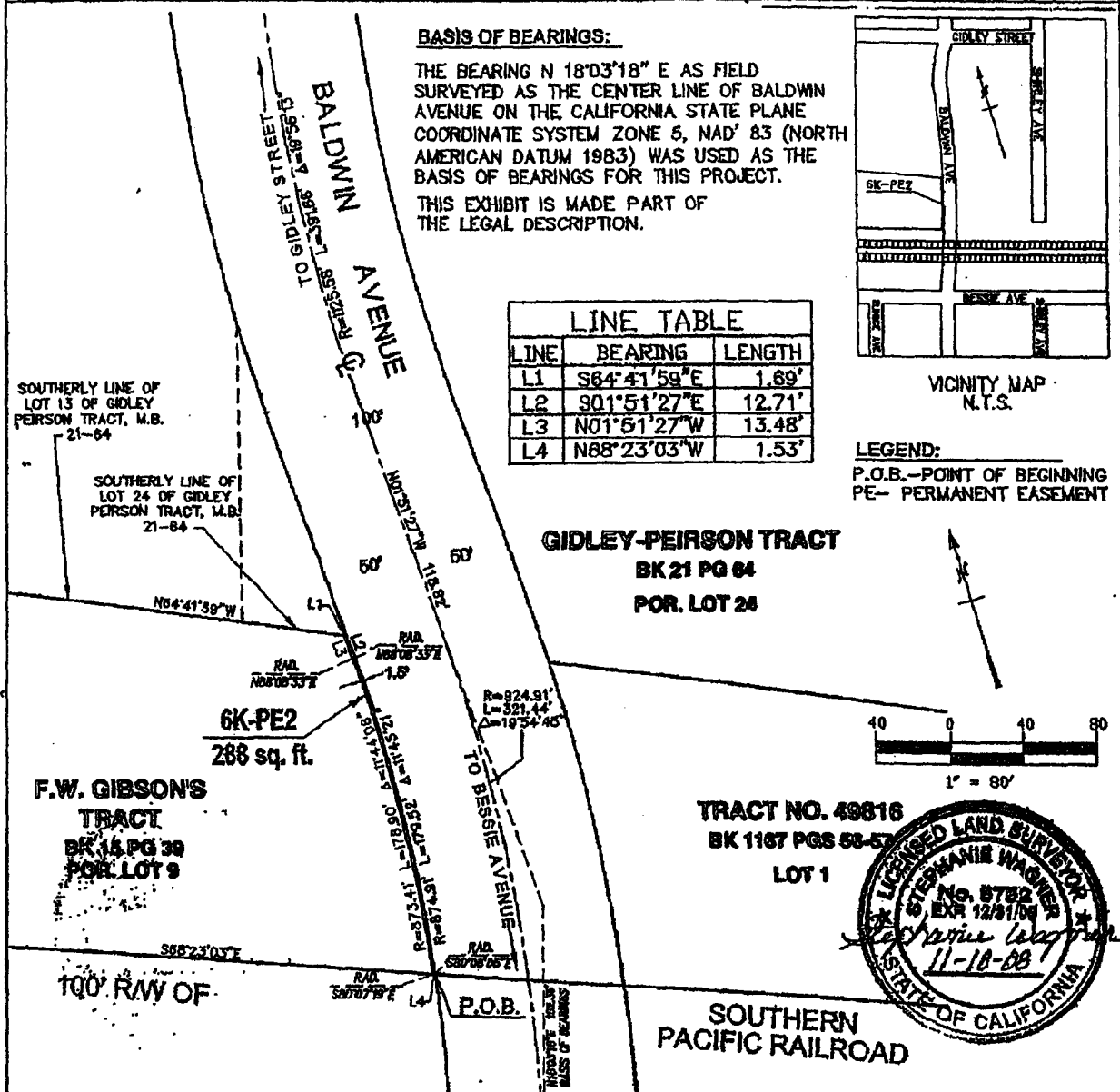
Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:



EXHIBIT B-3

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	APPROVED: <i>[Signature]</i>
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	CHIEF EXECUTIVE OFFICER
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	DATE: 11/28/08



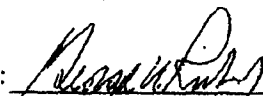
AREA	TOTAL	REQUIRED PE2	REMAINDER
SQUARE FEET	242,629	288	242,341

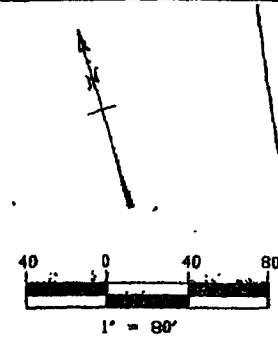
ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY	GRADE SEPARATION #13 BALDWIN AVE. COUNTY OF LOS ANGELES	DATE: 10/12/08 SCALE: 1" = 80' REV. No. DATE: REV. No. DATE: ACE PARCEL No 6K-PE2
---	---	--

WAGNER ENGINEERING & SURVEY, INC.	ACE APPROVED BY: <i>[Signature]</i> 11/21/08 DATE
-----------------------------------	---

CHECKED BY: L.S.:5752 PROJECT MANAGER

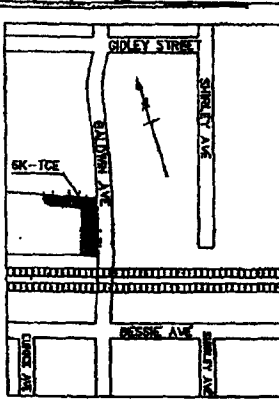
EXHIBIT B-4

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	APPROVED: 
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC	CHIEF EXECUTIVE OFFICER
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	DATE: 11/21/08



BASIS OF BEARINGS:

THE BEARING N 18°03'18" E AS FIELD SURVEYED AS THE CENTER LINE OF BALDWIN AVENUE ON THE CALIFORNIA STATE PLANE COORDINATE SYSTEM ZONE 5, NAD' 83 (NORTH AMERICAN DATUM 1983) WAS USED AS THE BASIS OF BEARINGS FOR THIS PROJECT.



LEGEND:

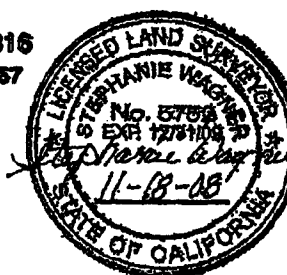
TCE-TEMPORARY CONSTRUCTION EASEMENT

LINE TABLE		
LINE	BEARING	LENGTH
L1	N17°51'09"E	18.40'
L2	S01°51'27"E	12.71'

GIDLEY-PEIRSON TRACT
BK 21 PG 84
POR. LOT 24

F.W. GIBSON'S TRACT
16,465 sq. ft.
BK 15 PG 39
POR. LOT 9

TRACT NO. 49816
BK 1167 PGS 55-57
LOT 1

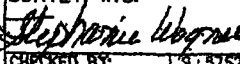


SOUTHERN PACIFIC RAILROAD


AREA	TOTAL	REQUIRED TCE	REMAINDER
SQUARE FEET	242,629	16,465	226,164

ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY

WAGNER ENGINEERING & SURVEY, INC.

CHECKED BY:  L.S.: 5752

GRADE SEPARATION
#13 BALDWIN AVE.
COUNTY OF LOS ANGELES

APPROVED BY:  DATE: 11/21/08

PROJECT MANAGER

DATE: 10/12/08
SCALE: 1" = 80'
REV. No. DATE:
REV. No. DATE:
ACE PARCEL No 6K-TCE

“EXHIBIT 3”
NOTICE OF HEARING AND REQUEST TO BE HEARD

7007 3020 0000 9912 8699

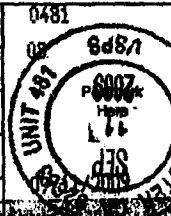
CERTIFIED MAIL - RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

EL MONTE, CA 91731

OFFICIAL USE

Postage	\$	\$1.22
Certified Fee		\$2.80
Return Receipt Fee (Endorsement Required)		\$2.30
Restricted Delivery Fee (Endorsement Required)		\$0.00
		\$6.32
Total Postage & Fees	\$	\$6.32



Sent To
Street, Apt. No.,
or PO Box No.
City, State, ZIP+4

PS Form 3800, August 2006 See Reverse for Instructions

U.S. Postal Service
CERTIFIED MAIL - RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

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Sent To
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or PO Box No.
City, State, ZIP+4

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OFFICIAL USE

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Certified Fee		\$2.80
Return Receipt Fee (Endorsement Required)		\$2.30
Restricted Delivery Fee (Endorsement Required)		\$0.00
		\$6.32
Total Postage & Fees	\$	\$6.32



Sent To
Attention: William Valdez
Street, Apt. No.,
or PO Box No.
City, State, ZIP+4

PS Form 3800, August 2006 See Reverse for Instructions

7007 3020 0000 9912 8675



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

September 11, 2009

MIPCO, L.L.C.
328 W. Huntington Dr.
Monrovia, CA 91016-3304 C003

Subject: Federal Project # HP21L 6303 (017)
Parcel No. 6K
Owner: MIPCO, L.L.C.
4201-4207 Baldwin Avenue, El Monte, CA 91731
APN: 8577-006-001

To Whom It May Concern,

The Alameda Corridor-East Construction Authority (ACE) is proposing to construct the Alameda Corridor-East Project, which is a corridor-wide improvement program. The project boundaries are from East Los Angeles, at the Union Pacific Railroad Redondo Junction, easterly to the City of Pomona in Los Angeles County. As a part of that project, ACE is constructing a grade separation on Baldwin Avenue under the Union Pacific Railroad right of way in the City of El Monte, California.

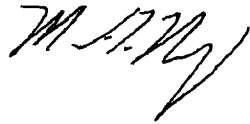
As you are aware, it has been determined that this project will require the acquisition of a portion of your property located at 4201-4207 Baldwin Avenue, in the City of El Monte. The property interests to be acquired are referred to as Parcel No. 6K-UB, 6K-PE(1), 6K-PE(2) and 6K-TCE. Maps delineating this parcel are enclosed herein.

Over the course of the past year, ACE has met with and teleconferenced with representatives of MIPCO, L.L.C. for the purpose of explaining the ACE Baldwin Avenue project in general and specifically the property requirements needed from King Ranch to support the Baldwin Avenue Project. As you are aware, an official offer letter to purchase was hand delivered on February 10, 2009.

We greatly appreciate the time and attention that MIPCO, L.L.C. and its representatives have expended in meeting with and negotiating ACE's offer. We are hopeful that we can reach a negotiated settlement in the near term. To that end, we will continue to work with your team to accomplish same. However, in order to maintain our construction schedule, and enhance the possibility of securing additional funding, it is necessary for the Alameda Corridor-East Construction Authority to hold a public hearing on September 28, 2009 at 2:00 p.m. to adopt a Resolution of Necessity to acquire the real property interests through eminent domain. The Notice of Hearing and Request to Be Heard are enclosed herein. It is the intention of ACE to continue its efforts to reach an amicable settlement with MIPCO, L.L.C. for the property interests in question.

Although we have not been able to reach an agreement thus far, we would welcome the opportunity to continue negotiating ACE's offer to purchase. If you have any questions, please contact Real Estate Representative, Jeremy Miller at (714) 379-3376.

Very truly yours,

A handwritten signature in black ink, appearing to read 'M. T. Mendoza', with a stylized flourish at the end.

Mark T. Mendoza
Real Estate Program Manager

Attachments

cc: William Miguel
Ralph Megna, The Jamieson Group, Inc.

DECLARATION OF PROOF OF SERVICE BY CERTIFIED MAIL

I, the undersigned, declare as follow:

I am over the age of 18 and not a party to the above-entitled action. My business address is 5762 Bolsa Avenue, Suite 201 Huntington Beach, CA 92649.

On September 11, 2009, I served true copies of the foregoing Notice of Hearing, Plat Maps and Legal Descriptions for ACE Parcel No. 6K Exhibits A-1, A-2, A-3, and B-1, B-2, B-3, and B-4 and a Request to be Heard on the following named persons by placing for deposit, by certified mail return receipt requested, in the United States Postal Services, sealed envelopes containing the same on said date at the United States Post Office located at 15030 Goldenwest Circle, Westminster, CA 92685 and addressed respectively, as follows:

**MIPCO, L.L.C.
328 W. Huntington Dr.
Monrovia, CA 91731-1101**

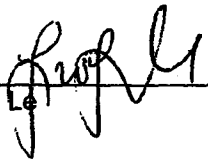
**William Miguel
4205 Baldwin Avenue
El Monte, CA 91731**

**The Jamieson Group, Inc.
Attn: Ralph Megna
1201 University Avenue, Suite 206A
Riverside, CA 92507**

I am familiar with the Post Office's practice for collecting and processing correspondence for mailing at said address. Pursuant to ordinary business practices, the correspondence referenced above was, deposited in sealed envelopes and placed for collection and mailing that same day with the United States Postal Service.

I declare under penalty of perjury, under laws of the State of California that the foregoing is true and correct.

Executed on September 11, 2009 at Westminster, California.



Thi Le



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd., Ste. A120, Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

NOTICE OF HEARING

NOTICE OF HEARING REGARDING THE INTENTION OF THE ALAMEDA CORRIDOR-EAST ("ACE") CONSTRUCTION AUTHORITY TO ADOPT A RESOLUTION OF NECESSITY FOR THE ACQUISITION OF PROPERTY LOCATED AT 4201-4207 BALDWIN AVENUE, EL MONTE CA 91731, APN: 8577-006-001, AND IS LEGALLY DESCRIBED ON EXHIBITS A-1, A-2 and A-3 AND SHOWN ON EXHIBITS B-1, B-2, B-3 and B-4, ALL OF WHICH ARE ATTACHED HERETO, AND AS PER MAP RECORDED IN BOOK 15, PAGE 39 and BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE LOS ANGELES COUNTY RECORDER.

**TO: MIPCO, L.L.C.
328 W. Huntington Dr.
Monrovia, CA 91016-3304**

YOU ARE HEREBY NOTIFIED, pursuant to Code of Civil Procedure Section 1230.010, *et seq.*, that the ACE Construction Authority intends to consider the adoption of a Resolution of Necessity for acquisition by eminent domain certain real property ("Property") in connection with the Alameda Corridor East – Gateway to America Project (the "Project").

The Property Interests to be acquired consist of a Utility Easement, 6K-UE, 6,184 square feet in size, a Permanent Easement 6K-PE(1) for a retaining wall footing, 1,638 square feet in size, a Permanent Easement 6K-PE(2) for a retaining wall, 288 square feet in size and a Temporary Construction Easement 6K-TCE, 16,465 square feet in size for a duration of 24 months. **The Property is located at 4201-4207 Baldwin Avenue, El Monte, CA 91731 and bears the APN: 8577-006-001. The Property is legally described on attached Exhibits A-1, A-2, and A-3 and is depicted on Exhibits B-1, B-2, B-3 and B-4, attached hereto, and as per map recorded in Book 15, Page 39 AND Book 21, Page 64 of Maps, in the office of the Los Angeles County Recorder.**

The hearing will be held on **Monday, September 28, 2009 at 2 p.m.**, or as soon thereafter as the ACE Construction Authority can hear said matter, at Irwindale City Hall, 5050 Irwindale Avenue, Irwindale CA 91706.

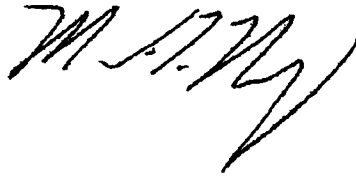
You, as a person claiming or having an interest in and to the Property, are hereby notified that you have the right to appear and be heard on the issues to be considered at that hearing. The issues which will be considered are set forth in California Code of Civil Procedure Section 1240.030, and include:

1. Whether or not the public interest and necessity require the Project;
2. Whether or not the Project is planned or located in the manner that will be most compatible with the greatest public good and the least private injury;
3. Whether or not the property sought to be acquired is necessary for this Project.

If you wish to be heard at this hearing, you **MUST FILE A WRITTEN REQUEST**, indicating your intent to appear and be heard, within fifteen (15) days of the mailing of this notice by filing or delivering that written request to the ACE Construction Authority, attn: Mark Mendoza at 4900 Rivergrade Road, Suite A120, Irwindale, California 91706.

You may use the enclosure for the purpose of notifying the ACE Construction Authority of your intent and desire to be heard. Your failure to timely file a written request to appear and be heard may result in a waiver of your right to be heard.

For further information, contact Mark Mendoza at (626) 962-9292.



Mark T. Mendoza
Real Estate Program Manager

Dated and Mailed: September 11, 2009

EXHIBIT A-1

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR UTILITY EASEMENT
ACE PARCEL NO. 6K-UE

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 32.20 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 31.50 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°32'45"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 843.41 FEET, THROUGH A CENTRAL ANGLE OF 11°18'43", AN ARC LENGTH OF 166.51 FEET; THENCE N1°51'27"W 10.45 FEET; THENCE N85°09'57"W 7.55 FEET; THENCE N4°50'03"E 10.91 FEET; THENCE S85°45'32"E 5.86 FEET; THENCE N2°11'59"W 7.55 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 35.90 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 6,184 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:



EXHIBIT B-1

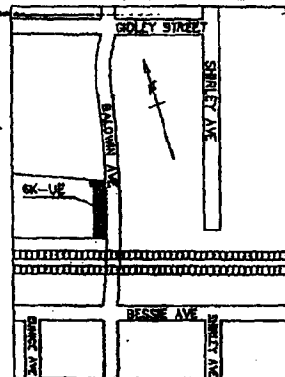
OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE APPROVED: <i>[Signature]</i> CHIEF EXECUTIVE OFFICER DATE: <i>11/24/08</i>
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	

BASIS OF BEARINGS:

THE BEARING N 18°03'18" E AS FIELD SURVEYED. AS THE CENTER LINE OF BALDWIN AVENUE ON THE CALIFORNIA STATE PLANE COORDINATE SYSTEM ZONE 5, NAD' 83 (NORTH AMERICAN DATUM 1983) WAS USED AS THE BASIS OF BEARINGS FOR THIS PROJECT.

THIS EXHIBIT IS MADE PART OF
THE LEGAL DESCRIPTION.

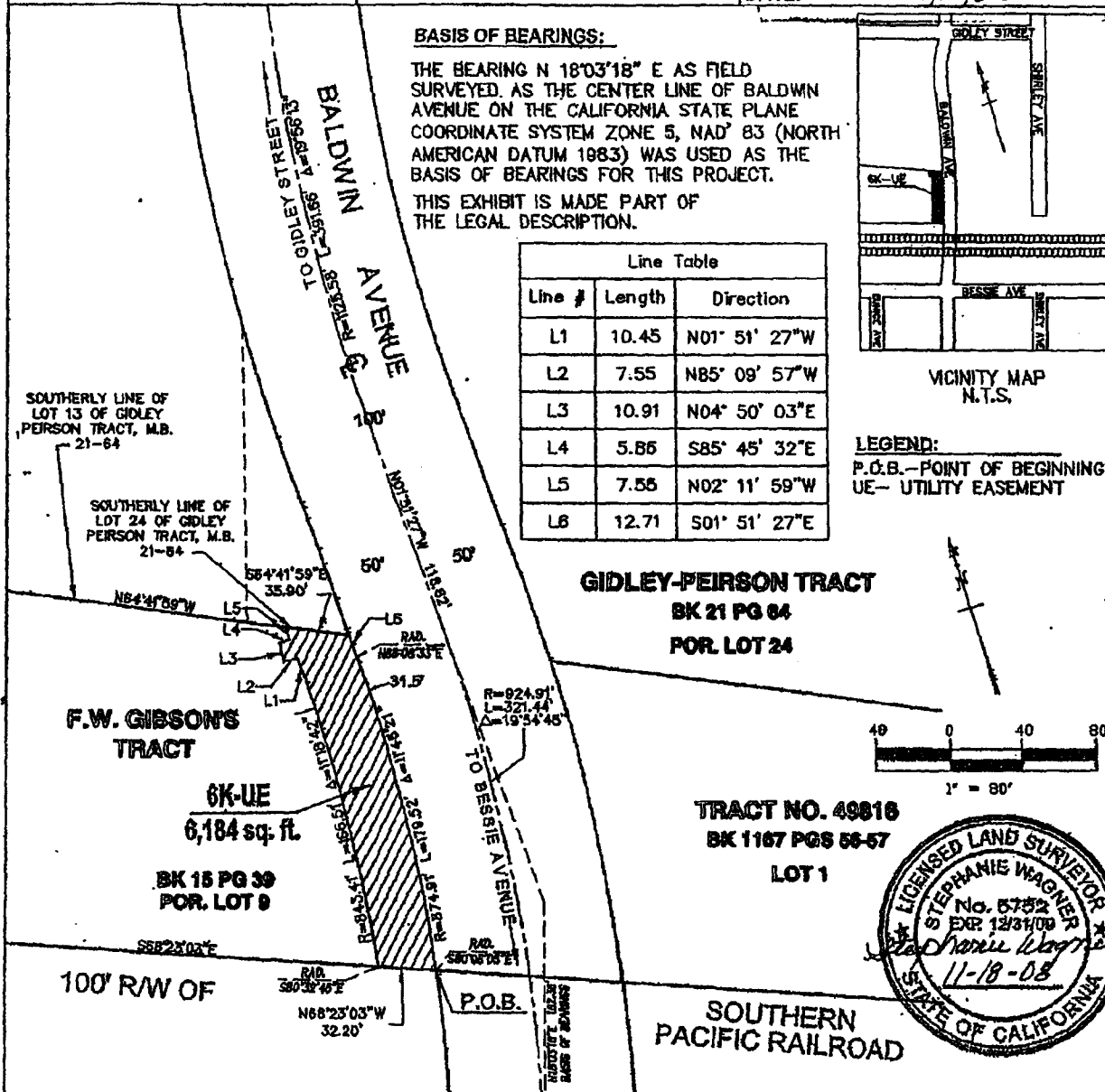
Line Table		
Line #	Length	Direction
L1	10.45	N01° 51' 27"W
L2	7.55	N85° 09' 57"W
L3	10.91	N04° 50' 03"E
L4	5.86	S85° 45' 32"E
L5	7.56	N02° 11' 59"W
L6	12.71	S01° 51' 27"E



VICINITY MAP
N.T.S.

LEGEND:

P.O.B.—POINT OF BEGINNING
UE— UTILITY EASEMENT



AREA	TOTAL	REQUIRED UE	REMAINDER
SQUARE FEET	242,629	6,184	236,445

ALAMEDA CORRIDOR - EAST
CONSTRUCTION AUTHORITY

WAGNER ENGINEERING &
SURVEY, INC.

CHECKED BY: Stephanie Wagner LS: 5752

AGE
APPROVED BY: _____

PROJECT MANAGER 11/21/08 DATE

GRADE SÉPARATION

#13 BALDWIN AVE.

COUNTY OF LOS ANGELES

DATE: 10/12/08

SCALE: 1" = 80'

REV. No. _____ DATE: _____

REV. No. DATE:

ACE
PARCEL No 6K-UE

EXHIBIT A-2

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR PERMANENT EASEMENT
ACE PARCEL NO. 6K-PE-1

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 8.68 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 8.5 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°13'05"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 866.41 FEET, THROUGH A CENTRAL ANGLE OF 11°38'21", AN ARC LENGTH OF 176.01 FEET; THENCE N1°51'27"W 17.07 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF THE GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 9.55 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO A POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 1,638 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:



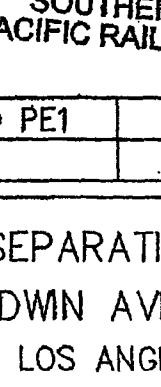
EXHIBIT B-2

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE APPROVED: <i>[Signature]</i> CHIEF EXECUTIVE OFFICER DATE: <i>11/21/08</i>
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	

BASIS OF BEARINGS:

THE BEARING N 18°03'18" E AS FIELD SURVEYED AS THE CENTER LINE OF BALDWIN AVENUE ON THE CALIFORNIA STATE PLANE COORDINATE SYSTEM ZONE 5, NAD' 83 (NORTH AMERICAN DATUM 1983) WAS USED AS THE BASIS OF BEARINGS FOR THIS PROJECT.

THIS EXHIBIT IS MADE PART OF THE LEGAL DESCRIPTION.



VICINITY MAP
N.T.S.

LINE TABLE

LINE	BEARING	LENGTH
L1	S84°41'59"E	9.55'
L2	S01°51'27"E	12.71'
L3	N01°51'27"W	17.07'
L4	N68°23'03"W	8.68'

LEGEND:

P.O.B. - POINT OF BEGINNING
 PE - PERMANENT EASEMENT

F.W. GIBSON'S TRACT
BK 15 PG 39
POR. LOT 9

6K-PE1
1,638 sq. ft.

100' R/W OF

GIDLEY-PEIRSON TRACT
BK 21 PG 64
POR. LOT 24

TRACT NO. 49816
BK 1167 PGS 68-67
LOT 1

SOUTHERN PACIFIC RAILROAD

AREA	TOTAL	REQUIRED PE1	REMAINDER
SQUARE FEET	242,629	1,638	240,991

ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY

WAGNER ENGINEERING & SURVEY, INC.

CHECKED BY: *[Signature]* L.S.: 5752

GRADE SEPARATION #13 BALDWIN AVE.

COUNTY OF LOS ANGELES

APPROVED BY: *[Signature]* DATE: *11/21/08*

PROJECT MANAGER

DATE: 10/12/08

SCALE: 1" = 80'

REV. No. DATE:

REV. No. DATE:

ACE PARCEL No 6K-PE1

STEPHANIE WAGNER
 LICENSED LAND SURVEYOR
 No. 5752
 EXP. 12/31/09
[Signature]
 11-16-08
 STATE OF CALIFORNIA

EXHIBIT A-3

LEGAL DESCRIPTION

LEGAL DESCRIPTION FOR PERMANENT EASEMENT
ACE PARCEL NO. 6K-PE-2

THAT PORTION OF LOTS 7, 8, AND 9, OF F.W. GIBSON'S TRACT, IN THE CITY OF EL MONTE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 15 PAGE 39, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE POINT OF INTERSECTION OF WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE, 100 FEET WIDE, AND NORTHERLY RIGHT OF WAY LINE OF SOUTHERN PACIFIC RAILROAD, 100 FEET WIDE, AS SHOWN ON THE GIDLEY-PEIRSON TRACT, BOOK 21, PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE N68°23'03"W 1.53 FEET ALONG SAID NORTHERLY LINE TO A POINT ON A CURVE CONCENTRIC WITH AND 1.50 FEET WESTERLY MEASURED RADially FROM SAID WESTERLY LINE, A RADIAL LINE THROUGH SAID POINT BEARS S80°07'19"E; THENCE NORTHERLY ALONG SAID CURVE CONCAVE WESTERLY, HAVING A RADIUS OF 873.41 FEET, THROUGH A CENTRAL ANGLE OF 11°44'08", AN ARC LENGTH OF 178.90 FEET; THENCE N1°51'27"W 13.48 FEET TO A POINT ON A SOUTHERLY LINE OF LOT 24, OF GIDLEY PEIRSON TRACT, RECORDED IN BOOK 21 PAGE 64 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE S64°41'59"E 1.69 FEET ALONG SAID SOUTHERLY LINE TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF BALDWIN AVENUE; THENCE ALONG SAID WESTERLY LINE S1°51'27"E 12.71 FEET TO A POINT ON A TANGENT CURVE CONCAVE WESTERLY AND HAVING A RADIUS OF 874.91 FEET, A RADIAL LINE THROUGH SAID POINT BEARS N88°08'33"E; THENCE SOUTHERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 11°45'21", AN ARC LENGTH OF 179.52 FEET TO THE POINT OF BEGINNING.

APN: 8577-006-001

CONTAINS: 288 SQUARE FEET.

NOTE:

THIS LEGAL DESCRIPTION WAS NOT PREPARED FOR ANY PURPOSE THAT WOULD BE IN VIOLATION OF THE STATE OF CALIFORNIA SUBDIVISION MAP ACT OR LOCAL ORDINANCES OF THE GOVERNING BODY HAVING JURISDICTION.

PREPARED BY:

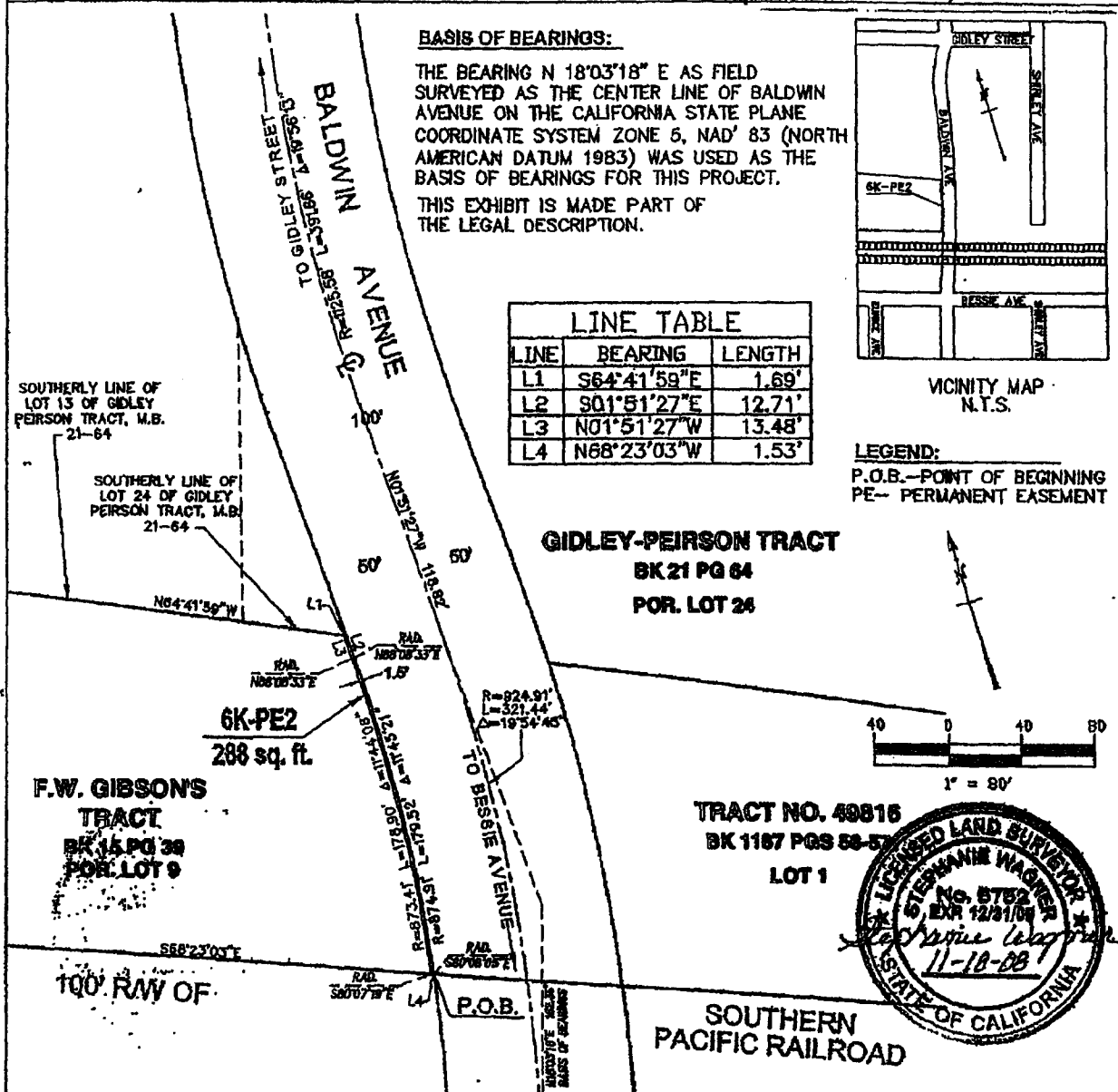
Stephanie A. Wagner
STEPHANIE A. WAGNER, P.L.S. 5752

November 18, 2008
DATE:



EXHIBIT B-3

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	APPROVED: <i>[Signature]</i>
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC.	CHIEF EXECUTIVE OFFICER
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	DATE: 11/29/08

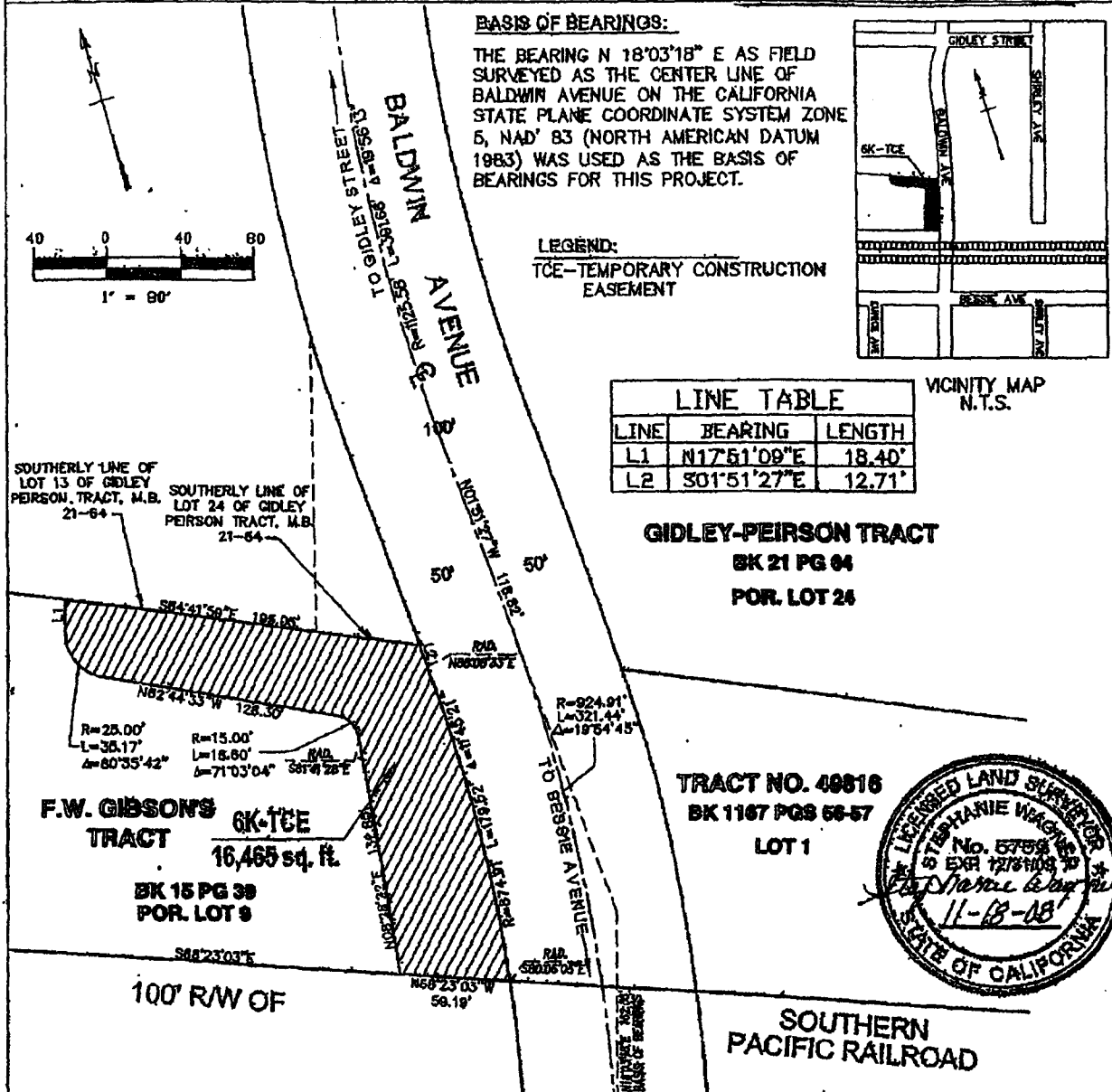


AREA	TOTAL	REQUIRED PE2	REMAINDER
SQUARE FEET	242,629	288	242,341

ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY		GRADE SEPARATION #13 BALDWIN AVE.		DATE: 10/12/08
WAGNER ENGINEERING & SURVEY, INC.		COUNTY OF LOS ANGELES		SCALE: 1" = 80'
CHECKED BY: <i>[Signature]</i> L.S.: 5752		APPROVED BY: <i>[Signature]</i> 11/29/08		REV. No. DATE:
PROJECT MANAGER		DATE		REV. No. DATE:
				ACE PARCEL No 6K-PE2

EXHIBIT B-4

OWNER: MIPCO, LLC	CITY OF EL MONTE, COUNTY OF L.A.	ACE
A CALIFORNIA LIMITED	F.W. GIBSON'S TRACT	APPROVED: <i>[Signature]</i>
LIABILITY COMPANY	BK 15 PG 39 OF MISCELLANEOUS REC	CHIEF EXECUTIVE OFFICER
A.P.N. 8577-006-001	POR. LOT 7, 8, & 9	DATE: 11/21/08



AREA	TOTAL	REQUIRED TCE	REMAINDER
SQUARE FEET	242,629	16,465	226,164

ALAMEDA CORRIDOR - EAST CONSTRUCTION AUTHORITY	GRADE SEPARATION #13 BALDWIN AVE. COUNTY OF LOS ANGELES	DATE: 10/12/08 SCALE: 1" = 80' REV. No. DATE: REV. No. DATE: ACE PARCEL No 6K-TCE
WAGNER ENGINEERING & SURVEY, INC. <i>[Signature]</i> CHECKED BY: L.S.: 8752	ACE APPROVED BY: <i>[Signature]</i> PROJECT MANAGER DATE: 11/21/08	

“EXHIBIT 3”
NOTICE OF HEARING AND REQUEST TO BE HEARD

**REQUEST TO BE HEARD ON RESOLUTION OF NECESSITY
FOR THE ACQUISITION OF CERTAIN REAL PROPERTY**

Name _____ Telephone _____

Address

Date _____ Signature _____



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: September 28, 2009

SUBJECT: Approval of Contract Amendment for Design Services for the Nogales Street Grade Separation Project with AECOM, USA, Inc.

RECOMMENDATION: Staff recommends that the Board authorize the Chief Executive Officer to amend the contract with AECOM, USA, Inc. for the Nogales Street (LA Subdivision) grade separation to add \$316,880 for a new contract value of \$3,508,407. This amendment is for additional design services necessary to incorporate a new construction detour road location and prepare it for construction bidding.

BACKGROUND: Design of the Nogales Street grade separation/Gale-Walnut widening began in 2003 under sponsorship of L.A. County. An initial design contract of \$1.9 million was augmented twice in 2003 and 2004 to add work requested and paid for by the City of Industry. By 2005 the project had become dormant. In 2008 the County and the City asked ACE to take responsibility for implementing the project. In late 2008 two contract amendments were approved to update the by-then outdated design elements, incorporate more additions to the scope of the project, and a study of traffic impacts during construction.

At your July 2009 meeting you approved an alternative construction detour route utilizing a vacant parcel west of Nogales Street and a combination of Railroad Street and Charlie Road in lieu of the proposed Otterbein Avenue detour road option.

Since then staff has continued communicating with UPRR, L.A. County and the City of Industry to obtain approval of the design concept and design requirements for the final design of this preferred alternative detour.

In order to incorporate the new detour route into the project for bidding, additional design effort will be required. The additional road plan and profile is the major element. It will also require temporary traffic signal plans for four locations, a temporary at-grade crossing plan, striping plans, drainage and grading plans, as well as temporary street lighting plan. Some of the original design for the Gale Avenue widening will also need to be modified. All of these will need to be integrated into the current design package.

Staff has negotiated with AECOM the scope and cost of the necessary work and is recommending a contract amendment of \$316,880 to incorporate these changes into the design package. The history of this contract is as follows:

<u>Board Action</u>	<u>Authorization</u>	<u>Executed Amount</u>
Contract Award	\$1,894,834	\$1,882,218
Amendment No. 1	90,635	90,635
Amendment No. 2	350,000	260,164
Amendment No. 3	777,058	777,058
Amendment No. 4	79,000	68,703
This Amendment	<u>316,880</u>	<u>316,880</u>
Total	\$3,508,407	\$3,395,658

BUDGET IMPACT: Funds for this contract are available from MTA Call for Projects and Federal funds. Costs for this amendment have been included in the adopted budget.



Alameda Corridor-East Construction Authority

4900 Rivergrade Rd. Ste. A120 Irwindale, CA 91706 (626) 962-9292 fax (626) 962-3552 www.theaceproject.org

MEMO TO: ACE Construction Authority Board Members and Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: September 28, 2009

SUBJECT: Construction Management Task Order for Baldwin Avenue Grade Separation

Lim and Nascimento (LAN) has been one of our grade separation construction management (CM) contractors since 2001. Their last task order assignment (their fourth grade separation) under the contract is the Baldwin Avenue grade separation approved by your Board in March 2009 in the amount of \$4,254,585.

We were advised by LAN on August 28, 2009 that they have been acquired by AECOM Technology Corporation. AECOM is the designer of the Baldwin Avenue project. AECOM intends to merge the respective LAN and AECOM CM staffs and have them undertake work assignments separate from the merged design staffs from the two companies. However, the inclusion of CM and design staff within a single company both supporting the Baldwin Avenue project has caused us some concern.

Our practice has been not to use the same firms for design and CM on the same project. The reason is to protect against a conflict of interest during the construction phase when a contractor routinely raise questions about the quality of a design, or worse, a significant claim or dispute arises over the constructability of the design. We look to the CM for an independent opinion on the merits of the contractor's position.

LAN's performance on the three previous assignments has been excellent. The key members of the LAN team proposed for the Baldwin project are the same ones who worked on the Ramona Blvd. project.

In view of the fact that the Baldwin Avenue task order was executed before the recent acquisition news, our satisfaction with both the firm and team on prior work, and in order to avoid schedule delays we have sought assurances from LAN and AECOM that would address our concerns and allow us to make an exception to the general process we have used in making CM assignments. In addition to the operational separation of CM and design functions as described above, LAN has committed in writing, with concurrence from AECOM, to the following:

1. In the event the LAN Resident Engineer recommends a change (i.e. eligibility for additional compensation to the contractor) which our project manager questions, a qualified, independent, third party intervener of ACE's choosing will offer a professional opinion. The cost of this service will be borne by LAN at no additional cost to ACE ;
2. The Resident Engineer and the Office Engineer proposed by LAN for this assignment will remain on the project, at ACE's discretion, for at least one year after Notice to Proceed (NTP) to the construction contractor;
3. The overhead rate will not increase beyond the provisional rate in the executed task order over the life of the assignment;
4. The errors and omissions insurance LAN will carry on this assignment will remain with an insurer independent of whichever insurer AECOM is using to fulfill their responsibilities under their design contract with us.

Staff believes with the above commitments our interests will be protected and we have the benefit of an experienced, known entity performing the CM assignment while avoiding delays and possible additional costs that could be associated with a change of firms. Staff intends to continue our practice of separating the assignments on other projects which do not present the same circumstances as the Baldwin project.



Alameda Corridor-East Construction Authority

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MEMO TO: ACE Construction Authority Board Members & Alternates

FROM: Rick Richmond
Chief Executive Officer

DATE: September 28, 2009

SUBJECT: Approval of Revised Project Reporting

RECOMMENDATION: Staff requests your approval of the attached ACE Project reporting format for purposes of your ongoing project oversight and for reporting to the San Gabriel Valley Council of Governments (SGVCOG).

BACKGROUND: Since the outset of the ACE Project in June 1999 we have reported to your Board on a quarterly basis on its budget and schedule. In January 2006 we also began quarterly reporting on the financial status of the project as a whole, and any information that might affect the financial exposure of the SGVCOG. In November 2008 you approved the formation of an ACE Financial Review Committee that would receive more extensive financial briefings on a quarterly basis. They have been meeting since January 2009.

Recently the SGVCOG Executive Director released a set of proposed ACE Project reports which he expects the SGVCOG Governing Board will adopt in October. I have raised with him my opinion that the proposed reports are far more extensive than necessary to protect the SGVCOG's financial interests, call for speculative reporting on projects not yet defined, scheduled or active, and would require different reporting for different recipients. More importantly from my perspective, the mandated reporting is inconsistent with both the letter and the spirit of the SGVCOG Joint Powers Agreement which created the ACE Construction Authority to have day-to-day implementation responsibility for the Project.

I have responded to the proposed reporting requirements with a suggested modification addressing the above deficiencies. With a goal of maximizing the uniformity of reports, I am asking you to approve the attached for both your reports as well as those provided to SGVCOG.

In the attached reports I have maintained the general organization requested by the SGVCOG Executive Director but modified the content without sacrificing reporting value. The reports consist of six exhibits, as suggested by SGVCOG, covering the following:

Exhibit I	Project Revenue by Source
Exhibit II	Project Funding by Source
Exhibit III	Project Cost Estimates
Exhibit IV	Five-Year Expenditure Forecast
Exhibit V	Expenditures vs. Receipts by Project
Exhibit VI	Project Schedule



ACE Construction Authority Quarterly Reports

For the Period April – June 2009

ACE Project Quarterly Summary

For the period April - June 2009

- The current complete/active projects cost forecast has been revised upward to \$1,108.4 million, an increase of \$570.4 million from the previous estimate.

The San Gabriel Trench, previously only showing preliminary design costs of \$12.3 million, has been increased to \$498.5 million for the project's total cost estimate. This is an increase of \$486.2 million. Similarly, the Nogales LA project has been reinstated and shows an estimated project total cost of \$80.3. Nogales had not been reported in the previous report, making the \$80.3 million cost projection an increase of the same value.

Baldwin project has a \$0.3 million increase in ROW expenditures; and the construction estimate has been updated, reflecting a \$5.7 million increase. Sunset has a minor increase of \$0.1 million for Edison and San Gabriel Valley Water District relocations.

- Temple Avenue project: Retaining wall work continues. Work has started on pier protection walls and the box culvert.
- Sunset Avenue grade separation: Completed storm drain installation and sewer pipe protection. Constructed 6 of 9 industrial spurs. Drill track subgrade has been completed and mass excavation has begun.
- Baldwin Avenue grade separation: Continued property appraisals and related acquisition activities. Continued offers and negotiations for required property acquisitions. Continued relocation interviews with affected property owners. Reviewed commercial property acquisition plans for north side of project.
- San Gabriel Trench project: Completed extended Phase I for archeological investigations Started Phase 2 design which, at completion, will have 65% design. Responded to UPRR, City and Alhambra and others in regard to the 35% plans.
- Nogales LA: Continued finalizing IS/EA document. Held field diagnostic with all agencies with respect to detour routing. Submitted to Caltrans for encroachment review.

SECTION 1

Project Cost, Schedule and Financial Reports

EXHIBIT I - ACE Project Revenue by Source

Grant		Authorized	Adjustments	Note	Net Committed	Allocated	Remain
Federal							
TEA - 21	Sect 1017	2,205,000	-		2,205,000	2,063,700	141,300
TEA - 21	Sect 1138	17,250,000	-		17,250,000	17,250,000	-
TEA - 21	Sect 1533	100,000,000	-		100,000,000	99,430,070	569,930
TEA - 21	Sect 198	9,562,500	-		9,562,500	8,765,000	797,500
TEA - 21	Sect 0491	6,500,000	(401,887)	a	6,098,113	6,098,113	-
Hiway Fund FY 01		1,500,000	(3,300)	b	1,496,700	1,496,700	-
NCPD FY 2000		1,240,000	-		1,240,000	1,240,000	-
NCPD FY 2001		2,400,000	(2,565)	b	2,397,435	2,397,435	-
NCPD FY 2002		4,000,000	(116,000)	b	3,884,000	3,884,000	-
NCPD FY 2003		1,495,000	(10,000)	b	1,485,000	1,485,000	-
NCPD FY 2004		2,000,000	(119,163)	b	1,880,837	1,880,837	-
STP FY 2006		4,200,000	(42,000)	b	4,158,000	4,158,000	-
SAFETEA-LU FY 05	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 06	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 07	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 08	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 09	Sect 1701	2,528,000	(379,200)	c	2,148,800	2,148,800	-
SAFETEA-LU FY 05	Sect 1934	3,000,000	(450,000)	c	2,550,000	2,550,000	-
SAFETEA-LU FY 06	Sect 1934	6,000,000	(900,000)	c	5,100,000	5,100,000	-
SAFETEA-LU FY 07	Sect 1934	7,500,000	(1,125,000)	c	6,375,000	6,375,000	-
SAFETEA-LU FY 08	Sect 1934	7,500,000	(1,125,000)	c	6,375,000	6,375,000	-
SAFETEA-LU FY 09	Sect 1934	6,000,000	(900,000)	c	5,100,000	5,100,000	-
SAFETEA-LU FY 05	Sect 1301	3,125,000	(247,763)	c	2,877,237	2,877,237	-
SAFETEA-LU FY 06	Sect 1301	6,250,000	(495,526)	c	5,754,474	5,754,474	-
SAFETEA-LU FY 07	Sect 1301	7,812,500	(619,408)	c	7,193,092	7,193,093	(1)
SAFETEA-LU FY 08	Sect 1301	7,812,500	(619,408)	c	7,193,092	7,193,093	(1)
SAFETEA-LU FY 09	Sect 1301	6,250,000	(495,526)	c	5,754,474	5,754,474	-
FRA/STP 2009 Omnibus Appropriations		2,755,000	-	d	2,755,000	2,755,000	-
Subtotal		228,997,500	(9,568,546)		219,428,954	217,920,226	1,508,728
State							
ITIP		39,000,000	-		39,000,000	39,000,000	-
PUC - Brea		5,000,000	-		5,000,000	5,000,000	-
TCRP		150,000,000	(19,700,000)	e	130,300,000	130,300,200	(200)
Prop 1B - HRCSA		25,600,000	-		25,600,000	25,600,000	-
Subtotal		219,600,000	(19,700,000)		199,900,000	199,900,200	(200)
Local							
MTA 1 (FY 98-02)	C 25%	37,500,000	(23,360,000)	f	14,140,000	14,140,000	-
MTA 2 (FY 03-05)	C 10%	1,857,000	-		1,857,000	1,857,000	-
MTA 2 (FY 03-05)	C 25%	13,178,000	-		13,178,000	13,178,000	-
MTA 2 (FY 03-05)	AB 3090	9,308,000	-		9,308,000	9,308,000	-
MTA 2 (FY 03-05)	STIP-RIP	5,496,000	-		5,496,000	5,496,000	-
MTA 3 (FY 06-09)	C 25%	85,000,000	-		85,000,000	85,000,000	-
MTA 4 (FY 09-15)	C 25%-Remaining	28,566,800	-		28,566,800	7,746,000	20,820,800
MTA 4A-Nogales(LA)	C 25%	28,849,000	-	g	28,849,000	28,849,000	-
MTA 5 (FY 09-15)	C 25%-Supplemental	112,323,000	-		112,323,000	-	112,323,000
Subtotal		322,077,800	(23,360,000)		298,717,800	165,574,000	133,143,800
Other							
Railroad (UPRR/Metrolink)		12,561,000	-	h	12,561,000	1,000,000	11,561,000
Cities/County		21,600,000	-	g	21,600,000	21,600,000	-
Betterments (Cities/UPRR/Metrolink)		24,762,400	-	i	24,762,400	24,762,400	-
MWD		2,207,402	-	j	2,207,402	2,207,402	-
Subtotal		61,130,802	-		61,130,802	49,569,802	11,561,000
TOTAL ACE Construction		831,806,102	(52,628,546)		779,177,556	632,964,228	146,213,328

Notes:

- a) Allocated to Nogales-LA Project, \$1,845,065 has been used by LA County.
- b) Federal budgetary reduction.
- c) Appropriations reduced by 15%.
- d) FRA = \$950K + \$1.235M; STP= \$570K
- e) \$19.7 million programmed to other entities (yet to be allocated by State)
- f) Allocated to City of LA.
- g) Allocated to Nogales-LA project.
- h) Based on individual projects, paid 1/2 before and 1/2 after construction phase. 12M committed but due to phasing of construction, only 7.144M is on hand. Total outstanding invoices = \$1,063,500.
- i) Includes \$7.9M for Temple 4th from UPRR.
- j) Allocated to the Brea project.

ACE Construction Authority

Funding by Type

Funding by Type			Planned														
Project Authorized	Task	Fed #	TEA-21	NCPD	SAFETEA	ITIP	FRA/STP	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3	MTA 4	MTA 5	Railroad	Cities/Better	
Total ACE			779,177	136,612	15,045	65,016	44,000	2,755	130,300	25,600	14,140	29,839	85,000	57,416	112,323	12,561	48,570
Surplus / (Shortfall)			60,534	6,745	-	22,400	1,043	-	25,600	-	-	-	-	4,746	-	-	-
			718,643	129,867	15,045	42,616	42,957	2,755	130,300	-	14,140	29,839	85,000	52,670	112,323	12,561	48,570
Ramona	Design (002)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (002)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr (002)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Ramona Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Better	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Baldwin	Design (017)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (028)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Baldwin Total			27,997	1,578	-	20,630	1,043	-	-	-	-	-	-	4,746	-	-	-
			27,997	1,578	-	20,630	1,043	-	-	-	-	-	-	4,746	-	-	-
East End	Design (003)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (003)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reservoir	Design (010)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (010)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	TCRP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reservoir Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sunset	Design (020)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (026)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	TCRP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sunset Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Better		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Temple	Design (009)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (009)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	(009)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Temple Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Better	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Brea Canyon	Design (019)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (027)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	TCRP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Brea Canyon Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Better	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nogales-LA	Design (032)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	n/a	5,166	5,166	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	n/a	25,600	-	-	-	-	-	25,600	-	-	-	-	-	-	-	-
Nogales-LA Total			30,766	5,166	-	-	-	-	-	-	-	-	-	-	-	-	-
Nogales-LA	Better	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nogales	Design (005)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW (005)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Constr	(005)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Nogales Total			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Better	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SG Trench	Design (030)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ROW	n/a	1,770	-	-	1,770	-	-	-	-	-	-	-	-	-	-	-
	Constr	n/a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SG Trench Total			1,770	-	-	1,770	-	-	-	-	-	-	-	-	-	-	-

9/17/2009

For period April - June 2009

ACE Construction Authority

Funding by Type
Project Task Fed #
Authorized

Funding by Type		Planned													
Project	Task	Fed #	TEA-21	NCPD	SAFETEA	ITIP	FRA/STP	TCRP	Prop 1B	MTA 1	MTA 2	MTA 3	MTA 4	MTA 5	Railroad Cities/Better
Authorized			136,612	15,045	65,016	44,000	2,755	130,300	25,600	14,140	29,839	85,000	57,416	112,323	12,561
60,534			6,745	-	22,400	1,043	-	-	25,600	-	-	-	4,746	-	-
718,643			129,867	15,045	42,616	42,957	2,755	130,300	-	14,140	29,839	85,000	52,670	112,323	12,561
	Jump Start	Design (001)	-	-	-	-	-	-	-	-	-	-	-	-	-
		ROW (001)	-	-	-	-	-	-	-	-	-	-	-	-	-
		Constr (001)	-	-	-	-	-	-	-	-	-	-	-	-	-
	Jump Start Total		-	-	-	-	-	-	-	-	-	-	-	-	-
	JS - Mission	Design (006)	-	-	-	-	-	-	-	-	-	-	-	-	-
		ROW (006)	-	-	-	-	-	-	-	-	-	-	-	-	-
		Constr (015)	-	-	-	-	-	-	-	-	-	-	-	-	-
	JS - Mission Total		-	-	-	-	-	-	-	-	-	-	-	-	-
	JS - Quad Gates Constr	(016)	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRRIS - Train Constr	(007)	-	-	-	-	-	-	-	-	-	-	-	-	-
	JS - Phase 1 Constr	(008)	-	-	-	-	-	-	-	-	-	-	-	-	-
	JS - Phase 2 Constr	(014)	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRRIS - Traffic Constr	(021)	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total Current		60,534	6,745	22,400	1,043	-	-	25,600	-	-	-	4,746	-	-
	Montebello Design	(004)	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Projects		60,534	6,745	22,400	1,043	-	-	25,600	-	-	-	4,746	-	-
	Start-up/Misc	MTA	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total ACE		60,534	6,745	22,400	1,043	-	-	25,600	-	-	-	4,746	-	-

EXHIBIT III - ACE PROJECT COST ESTIMATES

COMPLETED /ACTIVE PROJECTS	Mar 2009 Estimate		Jun 2009 Estimate		Comments
	Net ACE	Betterments	Net ACE	Betterments	Changes to Net ACE Costs
GRADE CROSSING SAFETY IMPROVEMENTS:					
Corridor Safety Upgrade	\$27.8	\$0.2	\$27.8	\$0.2	
Intelligent Roadway/Rail Interface System (IRRIS)	\$8.5		\$6.5		(\$2.0) Project suspended
GRADE SEPARATIONS:					
Nogales St. (Alh) (Industry/West Covina)	\$49.0	\$0.1	\$49.0	\$0.1	
East End Ave./Reservoir St. (Pomona)	\$77.7		\$77.7		
Ramona Blvd. (El Monte)	\$53.3	\$1.8	\$53.1	\$1.8	(\$0.2) Project Closeout
Temple Ave and 4th Track (Pomona)	\$80.6	\$7.9	\$80.6	\$7.9	
Brea Canyon (LA) (Industry/Diamond Bar)	\$67.2	\$6.5	\$67.2	\$6.5	
Sunset Ave. (Industry)	\$92.1	\$6.1	\$92.2	\$6.1	\$0.1 Edison and SGVWD relocation
Baldwin Ave. (El Monte)	\$69.5		\$75.5		\$0.3 ROW increase, \$5.7 updated construction estimate
San Gabriel Blvd. Trench (San Gabriel)	\$12.3		\$498.5		\$17.7 complete design, \$63.1 ROW estimate, \$405.4 construction estimate
Nogales (LA) (City of Industry)			\$80.3		\$80.3 Project reactivated
COMPLETED/ACTIVE PROJECTS TOTAL	\$538.0	\$22.6	\$1,108.4	\$22.6	

REMAINING ADOPTED GRADE SEPARATIONS

Turnbull Canyon Rd. (Industry)
 Rose Hills Rd. (Industry)
 Puente Ave. (Industry)
 Fairway Dr. (Alh) (Industry/Walnut)
 Fairway Dr. (LA) (Industry)
 Montebello Blvd. (Montebello)

Not active at this time:

EXHIBIT IV - Expenditure Forecast ACE Project

	ITD 2008	Actual 2009	Budget 2010	2011	2012	Forecast 2013	2014
<u>Completed Projects</u>							
Jump Start							
Brea Canyon Road							
East End/Reservoir							
Nogales (Alh)							
Ramona							
<u>Active Projects</u>							
Baldwin							
Sunset							
Temple							
Nogales (LA)							
San Gabriel Trench							

Total

EXHIBIT V - ACE Project Expenditures vs. Receipts

Projects	Reimbursement Status (\$ 000)									
	ITD Expenditures	Received	Billed/Not Received	To Be Billed	MTA Retention	Pending		Unreim- burseable		
						Caltrans Approval				
Crossing Safety	\$ 34,137	\$ 33,850	\$ 159	\$ -	\$ 129	\$ 6	\$ -	-		
Nogales (AH)	49,698	49,600	54	-	44	-	-	-		
EE/Reservoir	77,308	76,905	222	-	181	183	-	-		
Ramona	50,985	50,285	431	-	269	110	-	-		
Temple	66,494	65,738	417	-	339	352	-	-		
Sunset	40,022	39,661	247	-	115	381	-	-		
Brea Canyon	66,731	65,046	542	703	440	457	-	-		
Nogales (LA)	3,333	3,222	108	-	3	40	-	-		
Baldwin	22,868	22,254	400	-	214	398	-	-		
SG Trench	7,327	6,711	592	-	23	242	-	-		
Uncollected Indirect Exp. '08-'09	-	-	-	-	-	3,183	-	-		
Sub-total Projects	418,902	413,271	3,172	703	1,757	5,352	-	-		
Project Administration	7,066	7,066	-	-	-	-	(191)			
Total ACE	\$ 425,968	\$ 420,337	\$ 3,172	\$ 703	\$ 1,757	\$ 5,352	\$ (191)			
Unencumbered Funding										
Commercial Paper Net Interest		\$ 3,566								
Railroad Contributions Received		7,144			Billed UPRR		\$ 1,064			
		10,710								
		(191)								
Unreimbursable Expenses		\$ 10,519								
Net Unencumbered										

For period April - June 2009

ACE PROJECT SCHEDULE UPDATE

As of June 2009

Program	Item	Current Completion Date (+/- Months Change from Prior Report)		Comments
		Complete Design	Complete Construction	
Grade Separations	Temple Ave. (Pomona)	Sep-2003	Oct-2009	35% Design Completed
	Sunset Ave. (Industry)	Jan-2005	Dec-2010	
	Nogales St. (LA) (Industry)	Sep-2005	TBD	
	Baldwin Ave. (El Monte)	Dec-2004	TBD	
	San Gabriel Trench (San Gabriel)	May-09	TBD	

EXHIBIT VI - ACE Project Schedules

GRADE SEPARATION PROJECTS	City	FY2009				FY2010				FY2011				FY2012			
		1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
		1-Jul-08	1-Oct-08	1-Jan-09	1-Apr-09	1-Jul-09	1-Oct-09	1-Jan-10	1-Apr-10	1-Jul-10	1-Oct-10	1-Jan-11	1-Apr-11	1-Jul-11	1-Oct-11	1-Jan-12	1-Apr-12
Nogales (Alh) Design ROW Acquisition Construction Caltrans Closeout	COI	Complete															
East End / Reservoir Design ROW Acquisition Construction Caltrans Closeout	POM	Complete															
Ramona Design ROW Acquisition Construction Caltrans Closeout	EM	Complete															
Temple Design ROW Acquisition Construction Caltrans Closeout	POM	Complete															
Brea Canyon Design ROW Acquisition Construction Caltrans Closeout	COI	Complete															
Sunset Design ROW Acquisition Construction Caltrans Closeout	COI	Complete															
Baldwin Design ROW Acquisition Construction Caltrans Closeout	EM	Complete															
San Gabriel Trench Design ROW Acquisition Construction Caltrans Closeout	SG	Complete															
Nogales (LA) Design ROW Acquisition Construction Caltrans Closeout	COI	Complete															
		TBD															

SAMPLE

SECTION 2

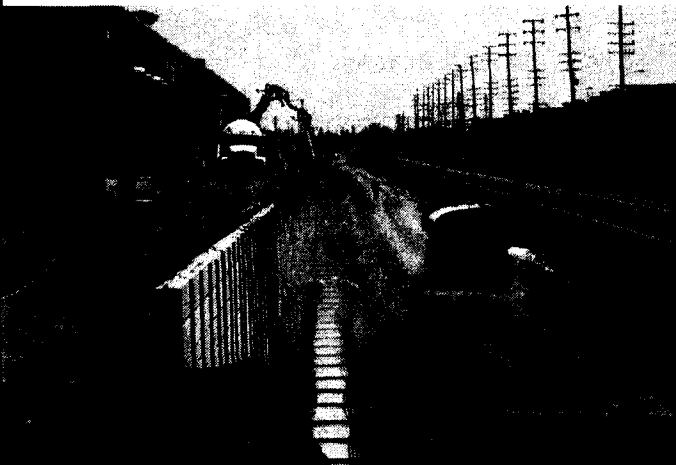
Individual Project Status Reports

- Temple Ave. Train Diversion
- Sunset Ave. Grade Separation
- Baldwin Ave. Grade Separation
- Nogales St. (LA Sub) Grade Separation
- San Gabriel Trench

**ALAMEDA CORRIDOR-EAST PHASE I
TEMPLE AVE. TRAIN DIVERSION and 4th TRACK(POMONA)**

As of June 2009

LOCATION:	Temple Ave. - Pomona	CONSTRUCTION MANAGER:	PB Americas
DESIGN CONSULTANT:	HDR Engineering	CONTRACTOR: (Train Diversion)	Yeager Skanska Inc.
		(4th Track)	SEMA Construction

PHOTO	WORK COMPLETED PAST QUARTER
	<ul style="list-style-type: none"> o Finalized C&M agreement with UPRR. o UP MP30.10 Retaining wall - 100% completed o UP MP30.02 Retaining wall at SR 71 - 100% complete o UP MP30.02 Pier Protection wall at SR 71 - 25% complete o UP MP28.90 Retaining wall at SR 57 - 80% complete o UP MP28.90 Pier Protection wall at SR 57 - 25% complete o UP 3x3 RCB - 85% complete o UP MP28.91 Culvert - 25% complete

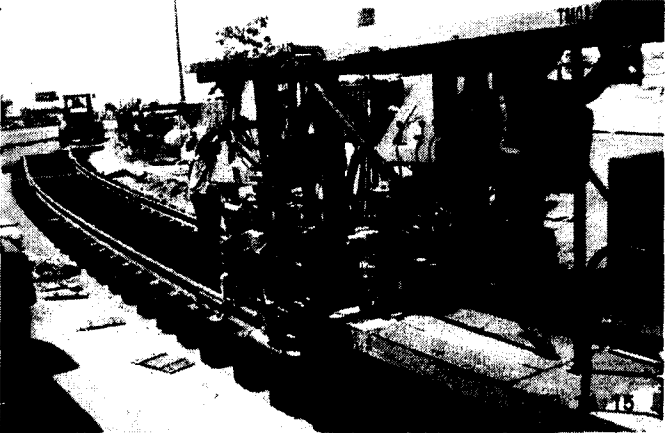
EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	104%	\$7.0	\$7.3	<i>Environmental</i>			
				FONSI	Sep-02 A	Sep-02 A	
RIGHT-OF-WAY	78%	\$14.5	\$11.3	<i>Design</i>			
				Notice To Proceed	Jul-01 A	Jul-01 A	
				Final PS&E Complete	Sep-03 A	Sep-03 A	
CONSTRUCTION	88%	\$59.2	\$51.9	<i>Right-of-Way</i>			
				All Parcels Available	Dec-04 A	Dec-04 A	
TOTAL		\$80.6	\$70.4	<i>Construction</i>			
				Notice To Proceed	Nov-08 A	Nov-08 A	0
				Construction Complete	Oct-09	Oct-09	0

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
Awaiting UPRR to approve the modified work scope so our contractor could proceed to the next phase of work while UPRR mainline 1 maintains its operation to avoid project delay				<ul style="list-style-type: none"> o Coordinate Kinder Morgan relocation o Coordinate UPRR track shift and spur track shutdown o Coordinate with LACDFC to obtain permission for relocating the existing billboard sign inside their ROW. 			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	7	7	0				
o Temporary Parcels	5	5	0				
o Total Parcels	12	12	0				

**ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - SUNSET AVENUE (INDUSTRY)**

As of June 2009

LOCATION:	Sunset Avenue	CONSTRUCTION MANAGER:	PB Americas
DESIGN CONSULTANT:	HNTB	CONTRACTOR:	Atkinson Constructors

PHOTO	Industrial spur construction	WORK COMPLETED PAST QUARTER
		<ul style="list-style-type: none"> o Completed drill track subgrade. o Completed storm drain installation. o Completed sewer pipe protection. o Constructed 6 of 9 industrial spurs.

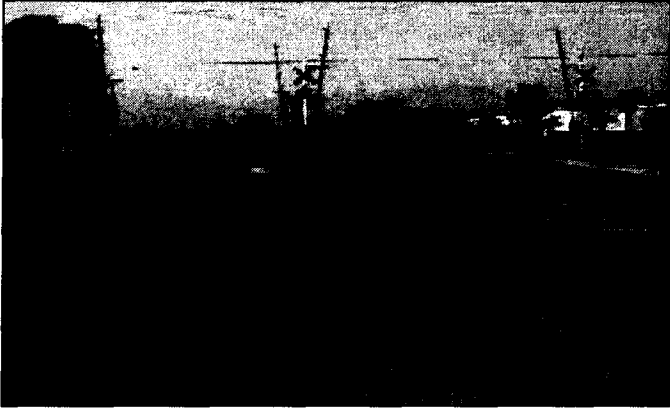
EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	98%	\$4.7	\$4.7	Environmental			
				Statutory Exemption	July-01A	July-01A	
RIGHT-OF-WAY	77%	\$3.5	\$2.7	Design			
				Notice To Proceed	May-02 A	May-02 A	
				Final PS&E Complete	Jan-05 A	Jan-05 A	0
CONSTRUCTION	42%	\$84.0	\$34.9	Right-of-Way			
				All Parcels Available	Dec-05 A	Dec-05 A	0
TOTAL		\$92.2	\$42.2	Construction			
				Notice To Proceed	Nov-06 A	Nov-06 A	0
				Construction Complete	Dec-10	Dec-10	0

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
				o Complete industrial spurs			
				o Start mass excavation for flyover			
				o Start flyover retaining walls			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	3	2	1				
o Temporary Parcels	20	19	1				
o Total Parcels	23	21	2				

ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - BALDWIN AVENUE (City of El Monte)

As of June 2009

LOCATION:	Baldwin Avenue	CONSTRUCTION MANAGER:	TBD
DESIGN CONSULTANT:	DMJM + Harris	CONTRACTOR:	TBD

PHOTO	Existing Baldwin Bl. Rail Crossing	WORK COMPLETED PAST QUARTER
		<ul style="list-style-type: none"> o Continued acquisition/ appraisal activities for full property purchases. o Continued relocation interviews of affected property owners

EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	110%	\$3.5	\$3.9	Environmental			
				Statutory Exemption	Jul-03 A	Jul-03 A	
RIGHT-OF-WAY	58%	\$32.6	\$19.0	Design			
				Notice To Proceed	Oct-02 A	Oct-02 A	
				Final PS&E Complete	Dec-04 A	Dec-04 A	
CONSTRUCTION	0%	\$39.4	\$0.0	Right-of-Way			
				All Parcels Available	Aug-09	Oct-09	9
TOTAL		\$75.5	\$22.9	Construction			
				Notice To Proceed	TBD	TBD	
				Construction Complete	TBD	TBD	

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD
				<ul style="list-style-type: none"> o Full and partial property acquisitions with site visits o Continuing relocation needs identification and field interviews. o Revisit design assumptions for changed site conditions, utility requirements, etc.
ROW ACQUISITION	Plan	Acquired	Remaining	
o Permanent Parcels	40	35	5	
o Temporary Parcels	0	0	0	
o Total Parcels	40	35	5	

ALAMEDA CORRIDOR-EAST PHASE I
GRADE SEPARATION - NOGALES ST. (LA SUB) (INDUSTRY)

As of June 2009

LOCATION:	Nogales Ave. / Gale Ave.	CONSTRUCTION MANAGER:	TBD
DESIGN CONSULTANT:	AECOM	CONTRACTOR:	TBD

PHOTO	WORK COMPLETED PAST QUARTER
	<ul style="list-style-type: none"> o Continued finalizing the IS/EA document o Continued preliminary design o Held field diagnostic meeting with all agencies o Submitted to Caltrans for encroachment review o Held utility coordination meetings with utility companies o Held design coordination meetings with County


EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	102%	\$1.0	\$1.0	Environmental			
				IS/EA		Aug-09	
RIGHT-OF-WAY	0%	\$17.7	\$0.0	Design			
				Notice To Proceed			
				Final PS&E Complete			
CONSTRUCTION	1%	\$61.6	\$0.8	Right-Of-Way			
				All Parcels Available		Jun-10	
TOTAL		\$80.3	\$1.8	Construction			
				Notice To Proceed		Dec-10	
				Open for Service		May-13	

AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	3	0	3				
o Temporary Parcels	43	0	43				
o Total Parcels	46	0	46				

**ALAMEDA CORRIDOR-EAST PHASE II
SAN GABRIEL TRENCH(City of San Gabriel)**

As of June 2009

LOCATION:	City of San Gabriel	CONSTRUCTION MANAGER:	TBD
DESIGN CONSULTANT:	Moffatt & Nichol	CONTRACTOR:	TBD

PHOTO Archeological GPR (Ground Penetrating Radar) Survey				WORK COMPLETED PAST QUARTER			
				<ul style="list-style-type: none"> o Responded to comments made to 35% Preliminary Engineering Plans & completed comment resolution forms. Obtained approval for main track alignment from UPRR. o Conducted / moderated various project update meetings: - Emergency Responders, Alhambra School District, o Completed analysis and response to Value Engineering items o Prepared draft response to City of Alhambra letter regarding their comments to courtesy / pre-circulated copy of EIR o Completed Extended Phase 1 (XPI) for Archeological investigation which included GPR surveys o Continued development of draft EIR/EA document, submitted Section 106 SHPPO document o Coordinated with UPRR to issue letters to property owners with illegal encroachments within UPRR ROW o Submitted Construction Staging Report and prepared Prelim. Construction Schedule 			
EXPENDITURE STATUS (\$ in Millions)				SCHEDULE ASSESSMENT			
ACTIVITIES	PERCENT EXPENDED	\$ CURRENT ESTIMATE	\$ EXPENDED AMOUNT	MAJOR SCHEDULE ACTIVITIES	PRIOR PLAN	CURRENT PLAN	VARIANCE WEEKS +/-
DESIGN	24%	\$30.0	\$7.3	<i>Environmental</i>			
				Statutory Exemption			
RIGHT-OF-WAY	0%	\$63.1	\$0.0	<i>Design</i>			
				NTP for Prel Design	Apr-08 A	Apr-08 A	
				Complete Prel Design	9-Jun-09	9-Jun-09	0
				100 % Submittal	Jul-10		
CONSTRUCTION	0%	\$405.3	\$0.0	<i>Right-of-Way</i>			
				All Parcels Available	TBD	TBD	
TOTAL		\$498.5	\$7.3	<i>Construction</i>			
				Notice To Proceed	TBD	TBD	
				Construction Complete	TBD	TBD	
AREAS OF CONCERN				CRITICAL ACTIVITIES / 3 MONTH LOOK AHEAD			
<p>1. Commitment from 3rd parties for timely reviews of milestone submittals at 65, 85, & 100% submittals - critical path activities on the design schedule.</p> <p>2. Reach concurrence and acceptance by City of San Gabriel for tie-backs within public street areas (significant cost savings).</p> <p>3. Successful negotiations with Private property owners for tie-back easements will provide additional significant cost savings to the project.</p>				<p>Work will continue on finalizing the draft EIR/EA documents and coordinating with Caltrans and the State Historic Preservation Office. Phase 1 - Archeological field work has been completed which identified the need for Phase 2 surveys. Phase 2 requires additional field exploration by digging trenches and pits to better define the limits of archeological findings in order to develop appropriate mitigation requirements.</p> <p>The draft EIR is expected to be circulated for public circulation and review in the fall of 2009. Work will also commence on development of CPUC applications. 65 % Final design submittal for the Advanced Utility Plans (fiber optic,sewer & storm drain) is targeted for September 2009.</p>			
ROW ACQUISITION	Plan	Acquired	Remaining				
o Permanent Parcels	TBD	0					
o Temporary Parcels	TBD	0					
o Total Parcels	0	0	0				